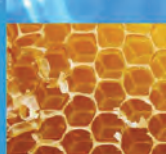
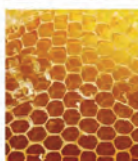
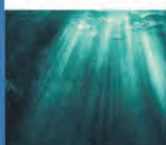


# Annual Report 2015

*All about you*





SMSF  
managers

SMSF  
managers

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SERVICES FOR PROFESSIONALS

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# Letter from the Chair

## Dear Shareholders,

On behalf of the Board of OneVue Holdings Limited, we are pleased to present OneVue's 2014/15 Annual Report. As we close out our first year as a publicly listed company we have not only exceeded the prospectus forecast but also continued to build the business through strong organic growth and targeted acquisitions.

## Financial Highlights for the Year

The past 12 months have been challenging for many organisations due to volatility and uncertainty in global and domestic markets, nevertheless OneVue has delivered not only on its growth targets but has continued to build scale, won significant new institutional client business and received market recognition.

In the last 12 months total revenue has grown by 92%, 30% more than the operating expenses. The underlying EBITDA for the year improved by 134% delivering a positive \$0.7 million EBITDA compared to a \$2.08 million loss last year.

Importantly, the net loss after tax improved 96% from a \$5.23 million loss in 2014 to a small loss this year of \$0.22 million with the second half of the year producing a net profit after tax of \$1.42 million up 187% over the first half of the 2014/15 financial year.

## Business Highlights for the Year

We have two operating businesses Platform Services and Fund Services and both businesses have grown considerably over the last year.

### Platform Services

At the close of June 2015, Platform Services Funds Under Administration ( FUA ) was \$3.075 billion which represented an increase of \$1.135 billion or a 58% over the year. Revenue for the full year at \$17.89 million represented an almost 2.5 times increase on the prior corresponding period. We also went live with the digital direct offering launching brightday with Eureka and SuperProphets with Fat Prophets. We were able to leverage the significant investment that was made in the digital offering to create the new adviser and accountant platform, LUMINOUS, which is being launched on 28 September 2015. This year will be an

exciting one for Platform Services as we continue to look for accretive acquisitions and drive momentum with LUMINOUS whilst continuing to white label the digital direct offering for third parties.

### Fund Services

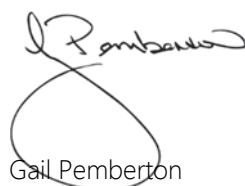
Fund Services revenue for the full year at \$7.5 million represented an increase of 29% over the prior corresponding period. OneVue not only secured a 5 year contract with BNPP in FY2015, with material transitions phased over the next 18 months but also added a significant pipeline of institutional revenue. We have begun to transition a further \$2.0 million of this revenue which will have a positive impact on Fund Service's financial results both from a revenue and an EBITDA perspective. This is a scale business and this year we will create genuine operating leverage with significant increases in revenue and proportionately lower increases in costs. Our objective remains to become the Australian unit registry utility servicing both domestic and global trustees, custodians and investment managers. This year we have made enormous strides towards that goal.

## Recognising our shareholders, supporters and staff

We could not have achieved what we have this year without the support of our shareholders. As a shareholder myself I know how important it is to invest in the right companies and back the right people. OneVue is a company that is acutely aware of the need to look after its staff and to deliver value to shareholders. The Board recognises the contribution made by its incredibly dedicated staff. OneVue could not have achieved its high growth objectives without their unwavering and consistent focus on delivery.

We look forward to working with all our stakeholders in what is expected to be a very exciting year ahead.

Yours sincerely,



Gail Pemberton  
Chair





# Letter from the Managing Director

The Chairman spoke about OneVue's financial performance this year but I want to discuss people, culture and clients. Not because they are the soft underbelly of a business but because they are important factors in delivering sustainable financial performance. Hot topics like gender and racial diversity are not topics we talk a lot about at OneVue because they are embedded into the very fabric of who we are. The OneVue Board comprises 80% women, 40% of our workforce in a technology and financial services workplace are women and we have employees from all around the world including Afghanistan, Iran, Israel, France, China, India, and Romania. Although diversity is seen as a nice to have the facts are that new research from U.S. group Diversity Matters undertaken in February of this year makes it increasingly clear that companies with more diverse workforces ultimately perform better financially.

Although diverse we are united by common short term goals and a longer term vision. We have grown both organically and by acquisition however the staff survey results on page 20 of the Annual Report speak for themselves – we are aligned and operate as one team.

Every year has its challenges however this year more than any other has brought with it enormous opportunity. By the time you receive this Annual Report we will have launched our new platform LUMINOUS. It has taken us 18 months and a lot of hard work to arrive at this point and it has been extremely well received by potential and existing clients alike. The launch of LUMINOUS will leave the market in no doubt that OneVue is more committed than ever to intermediaries including advisers and accountants. Importantly we must make special mention of our existing platform clients who have remained loyal during a challenging 18 months whilst we created the new platform offering.

We will also continue to support third parties in their drive to deliver financial services directly to investors acknowledging that they are not in competition with each other but form a continuum in this new era where an increasing number of investors are now investing directly and availing themselves of limited advice services.

Just as exciting however is the momentum we have built in the provision of Responsible Entity (RE) and unit registry services to both domestic and global custodians and investment managers. The increasing base of investment managers all using OneVue Fund Services creates opportunities available to no other in the market.

I started by commenting about people and I will end on the importance of culture and the understanding in OneVue of how important the financial support is that we get from our shareholders. This year the management team earned a short term incentive for outperforming the prospectus forecast. Due to the uncertainty in markets the team unanimously agreed to leave the proceeds that could have been distributed to members of the team within the company until we deliver ongoing and sustainable profits to our shareholders. That was a financial outcome driven by culture.

I want to thank the staff, my colleagues, the Board and you – our shareholders for your support throughout the year and I look forward to repaying your trust in OneVue over the next 12 months.

Yours sincerely,

*Connie Mckeage*

Connie Mckeage  
Managing Director





# Business Overview



# OneVue Group Overview

## OneVue Group dashboard



**92%**

Total Revenue up



**\$1.3m**

Second half of FY15 cash  
flow positive by



**\$704,000**

Positive EBITDA  
for 2015



**1st**

Winner of best SMSF  
on-line service 2013, 2014



**\$3.075b**

Platform FUA growth up  
\$1.135 billion



**\$4.5m**

Revenue in transition in  
Fund Services



**\$9.27m**

Cash and deposits at  
year-end

### Industry overview

OneVue is a provider of middle to back office services to the investment management and superannuation sectors. OneVue offers these solutions through two operating divisions Platform Services and Fund Services.

Each of OneVue's businesses benefits from the growth of the wealth management industry. Platform Services clients are distributors of financial services products

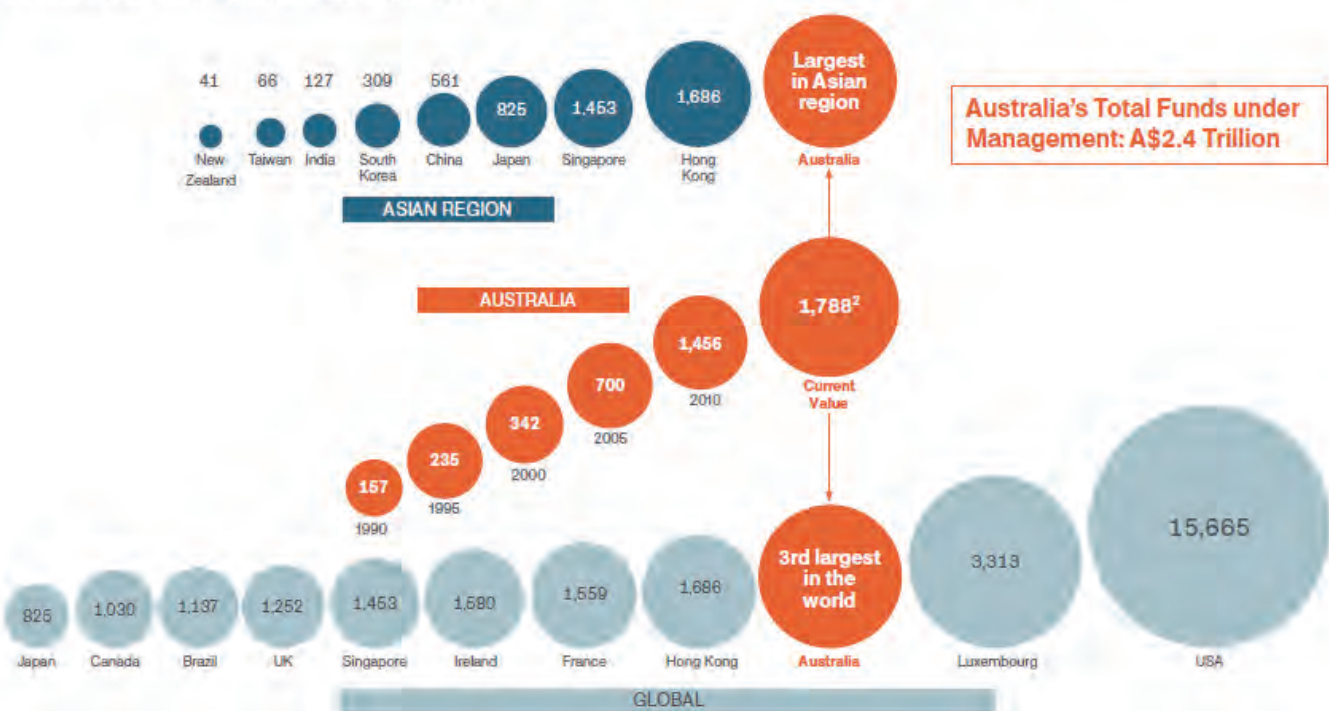
and services and Fund Services clients manufacture product for investors.

A measure of the size of Australia's wealth management industry is the total of the investment fund pool.

Australia was estimated to be the third largest in the world by value with total funds under management of \$2.4 trillion.

## GLOBAL SIGNIFICANCE OF AUSTRALIA'S INVESTMENT FUND ASSETS POOL

Investment fund assets<sup>1</sup>, US\$ billion, June quarter, 2014



**Note:** Circles are not to scale. Data between countries is not strictly comparable.

**1.** Refers to home domiciled funds, except Hong Kong and New Zealand, which include home and foreign-domiciled funds. Funds of funds are not included, except for France, Germany, Italy and Luxembourg. In this statistical release, 'investment fund' refers to a publicly offered, open-end fund investing in transferable securities and money market funds. It is equivalent to 'mutual fund' in the US and 'UCITS' (Undertakings for the Collective Investment of Transferable Securities) in the European Fund and Asset Management Association's statistics on the European investment fund industry.

**2.** Australia's investment funds in the Investment Company Institute survey only include consolidated assets of collective investment institutions.

**Sources:** Investment Company Institute, *Worldwide Mutual Fund Assets and Flows, Second Quarter 2014* (released 2 October 2014); Hong Kong's data (Non-REIT fund management business – the sum of asset management business and fund advisory business of licensed corporations), sourced from Securities and Futures Commission, *Fund Management Activities Survey 2013* (released July 2014); Singapore's data sourced from Monetary Authority of Singapore, *2013 Singapore Asset Management Industry Survey* (released July 2014); Austrade

Platform Services benefits from Australia's compulsory superannuation contribution framework i.e. wealth must be invested somewhere within the wealth system either directly by an investor or with the assistance of an adviser or accountant. OneVue provides both direct and intermediated superannuation in addition to a range of holistic wealth solutions for investors.

Fund Services benefits from the overall growth of funds under management. This growth is driven by investors deploying capital either directly or with the assistance of third parties such as advisers and accountants. OneVue provides middle to back office services to those investment managers and custodians who create products and manage money on behalf of these investors.

OneVue's organic growth has been underpinned by the expansion of the wealth management industry

and the direct benefits of this growth to both investment managers and superannuation service providers. Additionally OneVue's integration of acquisitions has enabled it to grow and increase scale significantly. OneVue has an enviable track record of integrating acquisitions and has a demonstrated ability to reduce expenses below the sum of the pre-acquisition cost bases for those entities. Growth by acquisitions is expected to have a multiplier effect.

OneVue expects to continue to grow both organically and by acquisition focusing on:

- Cross-selling and upselling to existing clients
- Attracting new clients
- Enhancing existing products and services
- Intelligently investing in proprietary technologies and
- Capitalising on market opportunities



# Platform Services Overview

## Platform Services dashboard



**143%**

Revenue up



**\$3b**

Funds under  
Administration  
exceeded



**4,747%**

EBITDA improvement  
in 2015



Synergy benefits  
realised  
from acquisitions



Introduced investment  
management solutions



SuperRatings finalist for  
Best New Product 2015



Launching  
September 28



OneVue finalist for  
SuperRatings Rising Star

The Platform Services business provides a solution set that delivers investment administration, tax and reporting services for both superannuation and other investments. OneVue delivers its platform to end investors via third parties referred to as white labelling. The end investor can either access the platform via an intermediary or directly using the digital direct portal.

OneVue has invested in both digital direct services and intermediated solutions. According to the Telstra "Digital Investor Report", over the next 20 years the share of financial assets held by

Generations X and Y will grow from 36% in 2010 to approximately 70% in 2030.

By 2020, 40% (est. 145,786) of today's managers in family and small businesses will have reached retirement age. What cannot be determined is the rate of disintermediation of digital versus non-digital adoption by the different generations.

Within Platform Services, OneVue also offers a retail superannuation fund and multi-award winning specialist SMSF service including compliance and administration services.

## What Platform Services Offers

Platform Services offers online reporting and transaction capabilities across the superannuation sector using a common platform infrastructure.

OneVue's Platform Services focuses on: SMSF's and other investment structures using a powerful asset management and tax reporting service that

facilitates the administration of a broad range of assets and liabilities with an integrated straight through end to end SMSF offering. In addition OneVue offers an end-to-end retail superannuation service.

### End-to-end SMSF Services



### End-to-end Retail Superannuation Service



The OneVue platform also has the capability of managing all major asset types, help in superannuation including direct property, listed shares, separately managed accounts, term deposits, managed funds and much more.

#### OneVue investment capabilities

Cash hub	✓
Managed funds	✓
Custodial shares, incl ETFs	✓
Limited term deposits	✓
Margin loans	✓
Separately managed accounts (SMAs)	✓
Term deposit hub	✓
High interest savings accounts	✓
Personal assets	✓
Directly held shares	✓
Structured products	✓
Warrants	✓
Collectibles (art, wine)	✓
Other assets and liabilities	✓
Residential/commercial direct property	✓
Business real property	✓

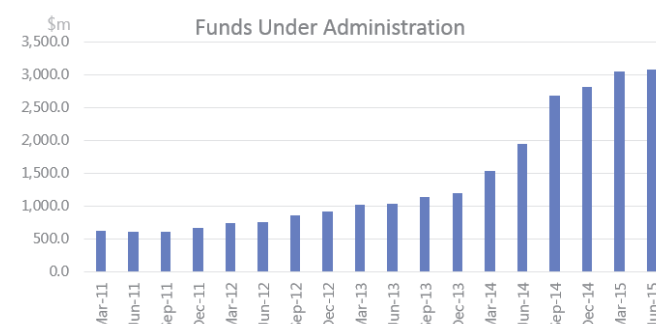
Within Platform Services OneVue earns fees from providing product, tax, reporting, administration and SMSF services. The key drivers of revenue are:

- Funds Under Administration
- Number of transactions
- Number of accounts and
- Particular services utilised

The revenue is predominantly recurring comprising of yearly renewals and service fees.

### Growth in FY15

At the end of 2014 Platform Services funds under administration (FUA) was \$1.940 billion. At the end of June 2015 this had risen to \$3.075 billion an increase in FUA of \$1.135 billion or a 59% over the period.



This was the year we also went live with the digital offering. We launched brightday Complete Super, owned by News Corp's Eureka Report which is a Rising Star's Best New Product finalist. We also launched SuperProphets with Fat Prophets.

## The year ahead

It has been an exciting start to the 2016 financial year with:

- The launch of a new white label
- Agreement to launch a second white label
- Proposed launch of new Exchange Traded Funds (ETFs) SMA models
- Enhancing the investor and adviser engagement model with investment managers
- The launch of LUMINOUS



The 2016 financial year will be characterised by the introduction of LUMINOUS, the new adviser and accountant platform solution. Leveraging the investment made in the digital direct offering, the creation of LUMINOUS began in the second half of 2014 and we will continue to deliver further innovative developments over the next 18 months.

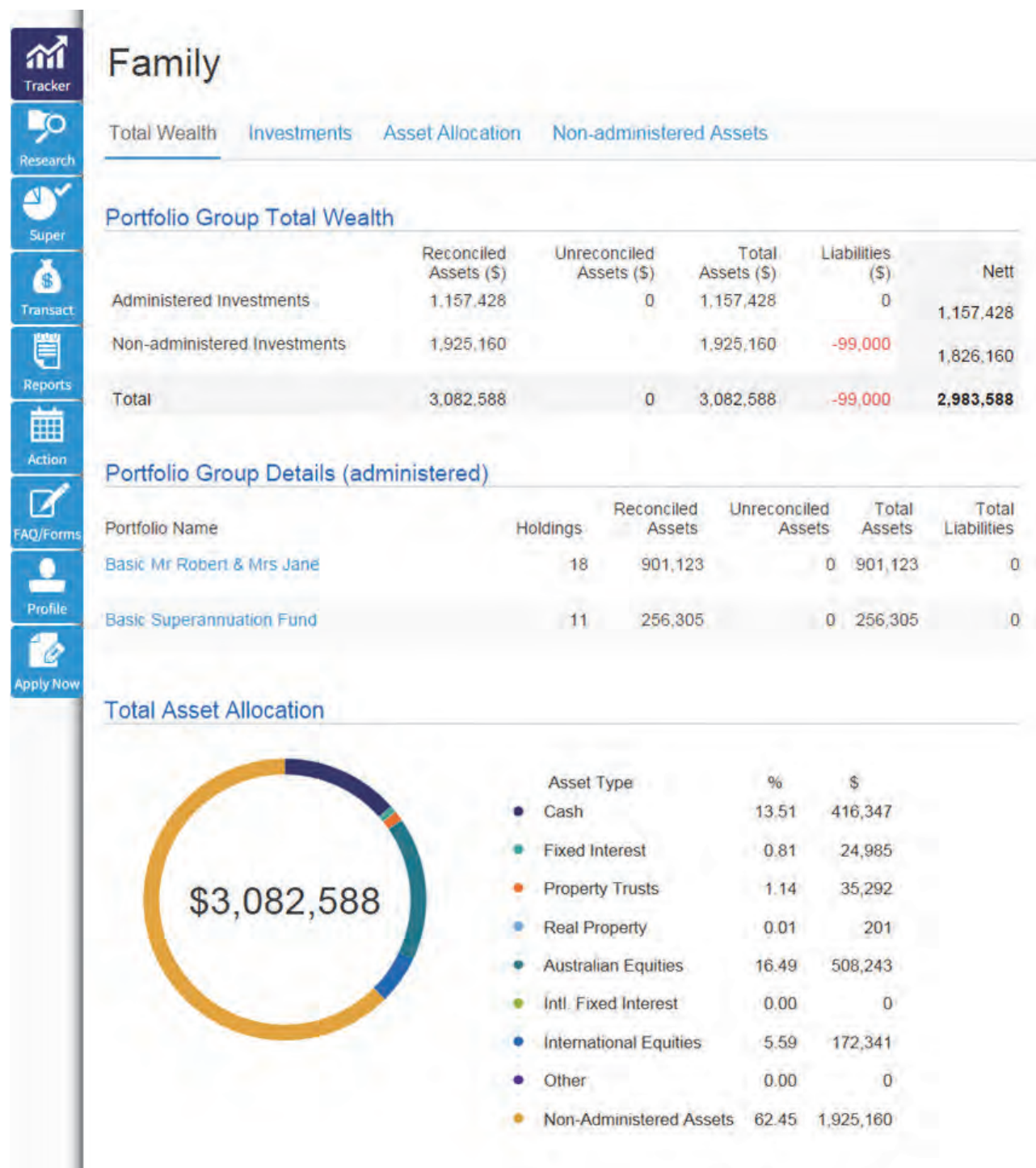
### LUMINOUS delivers

- New intuitive user interface with upgraded 'look and feel' and intuitive navigation

- Order pads designed for multiple assets types
  - Live market depth
  - Access to company news and consensus estimates
  - Toggle between Super and non-Super accounts
  - Single order pad for multiple asset types
  - Investment switch facility
    - In a single instruction a sell order can be placed with corresponding buy orders using sale proceeds
  - Email confirmations at the client level
  - Increased flexibility in ASX share trades e.g. Good till cancel/good for day
- Tools and research
  - Access to live market depth for ASX shares
  - Access to share company research and broker estimates
  - Sophisticated managed fund analysis tool
  - Insurance needs calculator
- Online alert and actions centre
  - Corporate actions
  - Term deposit maturities
  - Other items requiring adviser action
- Enhanced new reports available
  - Enhanced super contribution reporting
  - New tax reports
  - Aggregated family reporting

... and much, much more all from the one location.

## A glance at LUMINOUS







## Superannuation Fund (5829)

[Total Wealth](#) [Portfolio Summary](#) [Portfolio Valuation](#) [Portfolio Details](#) [Asset Allocation](#) [UMA Cash Hub](#) [SMSF Member Balances](#)

### Member Balances

Provisional Balance Date: 15 September 2015

Member	Type	Opening Status	Opening Date	Opening Balance (\$)	Provisional Balance (\$)
Mr Frank Dorian	Accumulation	Unaudited	01/07/2015	156,020	151,048
Mr Frank Dorian	Allocated pension 1	Unaudited	01/07/2015	945,089	904,152
Mr Frank Dorian	Account based pension 1	Unaudited	01/07/2015	0	-1,000
Mr Frank Dorian	Transfer to retirement pension 1	Unaudited	01/07/2015	0	-1,000
Mrs Jane Dorian	Accumulation	Unaudited	01/07/2015	860,511	825,738
Mrs Jane Dorian	Allocated pension 1	Unaudited	01/07/2015	0	-1,000
Mrs Jane Dorian	Account based pension 1	Unaudited	01/07/2015	758,207	725,175
Mrs Jane Dorian	Transfer to retirement pension 1	Unaudited	01/07/2015	971,786	929,720
<b>TOTAL NET ASSET</b>				<b>3,691,612</b>	<b>3,532,832</b>

*\* It is your responsibility to ensure that member balances are up-to-date and that all member interests are accurately recorded.*

# Fund Services Overview

## Fund Services dashboard



29% to  
**\$7.502m**  
Revenue up



**\$4.5m**  
Minimum revenue  
transitioning over the next  
18 months



**87%**  
EBITDA improvement  
in 2015



Enormous momentum  
built in both RE and unit  
registry services

### Key matrix of Fund Services for 2015

**47,806**

Total items processed

**99.51%**

Average Service Level  
achieved

**775**

Funds distributions  
made

**8,552**

New accounts established

**2,307**

deceased estates processed

**7,627**

static data updated



Received an unqualified  
ASAE 3402 Assurance Report

The Fund Services business provides Responsible Entity (RE) Services, outsourced unit registry services and licensed registry software to a range of investment managers and custodians.

### Fund Services objectives

To become the Australian unit registry utility servicing both domestic and global trustees, custodians and investment managers.

To deliver a highly scalable, competitive and quality offering.

### What Fund Services Offers

Fund Services delivers solutions to two client segments:

- Investment managers who manage money on behalf of investors and
- Custodians who bundle OneVue's unit registry services and RE Services with their own custody services to deliver a packaged outsourced service to investment managers.

OneVue Fund Services provides a range of services including outsourced unit registry, licenced unit registry software, RE Services and mFund settlement services to investment managers and custodians both domestic and global.

## Middle to back office investment management solutions

Services	Outsourced unit registry	mFunds	RE services	Installed software
Products	Retail and wholesale funds, trusts, bonds and mFunds AsiaPac partnership with Oracle	Retail and wholesale funds, trusts and bonds	Retail and wholesale funds	Retail and wholesale funds, trusts and bonds
Target clients	Custodians, trustees, retail and wholesale investment managers			
Examples	BNP Paribas, Northern Trust, Australian Unity, Antares, Smarter Money Investments, QIC, AMP, Colchester, Neuberger Berman, Centuria, Nikko, K2, China AM			

Within the Fund Services vertical, OneVue earns fees from contracts with investment managers and custodians on transactions, administration, reporting and document processing as well as providing projects management, transition and installed software services. The key drivers of Fund Services revenue include the number of:

- Investment managers
- Trusts managed by those investment managers
- Investors
- Transactions processed; and
- Licensed users

The Fund Services revenue model is a great complement to the predominantly FUA based model driving Platform Services revenues. The revenue base of Fund Services has also widened with the introduction of RE Services adding basis points and minimum fees.

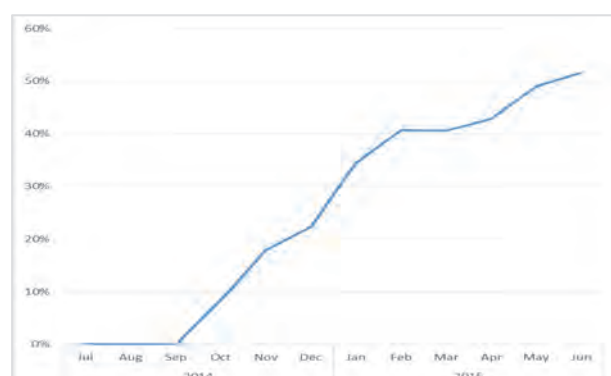
### Growth in FY15

OneVue has not only secured a 5 year contract with BNP Paribas in 2015, we have also added a significant pipeline of other institutional revenue in addition to the BNP Paribas win. OneVue is in the process of transitioning a further \$2.0m of revenue which will have a positive impact on Fund Service's revenue and EBITDA. This business is about creating sufficient scale to generate genuine operating leverage and this year we expect to see significant increases in revenue with proportionately lower increases in costs.

The Fund Services growth has been attributable to a number of specific areas of success. OneVue has seen significant growth in demand from Custodians and Investment Managers as they seek to outsource their unit registry service to a specialist provider. OneVue has an established and market leading unit registry service to meet this demand via its proprietary software, Trust Architect. The combination of proprietary technology and a scalable workflow gives OneVue a competitive advantage and opportunity of achieving its objective of being the Australian outsourced unit registry utility.

Fund Services has a significant pipeline (including new and existing clients of BNP Paribas Securities Services and Northern Trust). Implementation of this pipeline is forecast to have a significant impact on revenue and EBITDA over the next 18 months. Straight through processing of 70% of transactions via our interfaces with Calastone™, mFund and workflow has created a scalable platform to support the pipeline and produce further operating leverage.

### Automation enabled operating efficiency



Additionally OneVue's RE Services has also grown significantly following the acquisition of Select earlier in the year. The synergy between RE Services and outsourced unit registry has added significant global brands such as Neuberger Berman and ChinaAMC who are utilising both services.

## The year ahead

FY16 year is about completing the transitions in progress, continuing to win new clients and delivering innovative and automated solutions to market. The focus on automation includes the introduction of on-

line application processes mirroring those already in effect within Platform Services.

As shown below, we are also in the process of completing a state of the art web portal. This provides market leading data analytics, designed especially for fund managers and custodians, further cementing our position as the industry leader.

Our mission of delivering real choice and control to investors via digital gateways between investors and those that service them including advisers, accountants and investment managers remains unchanged.





# The OneVue Ecosystem

There is a natural synergy between clients in OneVue's two operating businesses which creates an aligned and highly complementary community coined the OneVue ecosystem.



Platform Services clients distribute investment products to their end clients and Fund Services clients manufacture investment products.

The model leverages OneVue's proprietary technology across both businesses to create solution driven outcomes for clients. By introducing

manufacturers of product to distributors of product and vice versa OneVue can demonstrate enhanced revenue opportunities across both verticals and foster deeper client relationships. In addition within the Platform Services vertical self-directed investors may seek advice and advisers and accountants deliver advice.

Although each client segment creates valuable opportunities for OneVue, it is the interaction between the Fund Services and Platform Services businesses that creates OneVue's unique market position. The OneVue team actively looks for opportunities to bring clients together who offer complementary value-adding services to each other whether that be distribution, advice, product manufacturing or more recently technology sharing.

As an example, a Fund Services custodian client was seeking a solution for a Significant Investor Visa client (SIV) and needed a platform with the ability to administer both managed funds and direct property. OneVue was introduced to the investment manager, that manager became a client and today over \$110 million is held in SIV funds on platform on behalf of that investment manager. OneVue is now also the Trustee of this series of funds.



# People and Culture

## People and Culture

### The OneVue Philosophy

We are 20 mile marchers. We make no apology for this. Being a provider of middle to back office services means that consistency of delivery is everything.

The best way for OneVue to maintain its high growth targets is to continue delivering consistently to our existing clients (ensuring we retain and grow with them) whilst also aggressively looking for new clients and opportunities.

### The 20 Mile March -

#### The story of Amundsen vs. Scott

The round trip trek was roughly fourteen hundred miles. The environment was uncertain and unforgiving, where temperatures could easily reach 20 degrees below zero even during the summer. They had no means of modern communications – no cell phones, no satellite links, no radio – a rescue would have been improbable were they to err. One leader led his team to victory and safety. The other led his team to defeat and death.

Amundsen prepared rigorously for years in advance of the journey. He learned what worked in polar conditions, going as far as to live with Eskimos to learn how they moved in sub-zero temperatures, what they wore, and reviewed every conceivable situation that his team might encounter en route to the Pole. He trained his body and mind with fanatic discipline. Scott presents quite a contrast to Amundsen. His preparation was limited, and what plans he made were based on his own intuitive conclusions, rather than direct research of the environment he was entering.

Amundsen stored three tons of supplies for five men, versus Scott, who stored one ton for seventeen men. Amundsen used sled dogs (learned from the Eskimos), whereas Scott used unproven “motor sledges” which failed within days of his journey. Amundsen carried enough extra supplies to miss every single supply depot and still have enough to go another hundred miles. Scott ran everything dangerously close to his calculations, so that missing

even one supply depot would bring disaster. A single detail aptly highlights the difference between their approaches: Scott brought one thermometer for a key altitude measurement, and he exploded in “an outburst of wrath” when it broke; Amundsen brought four such devices. The divergence in preparation goes on and on.

Unlike Scott, Amundsen systematically built enormous buffers for unforeseen events. He designed the entire journey to systematically reduce the role of big forces and chance events. He presumed that bad events would strike his team somewhere along the journey and he prepared for them.

On December 15, 1911 Amundsen and his team reached the South Pole. He and his teammates planted the Norwegian flag and then went right back to work. They could not have known that Scott and his team were now desperately man-hauling their sleds, fully 360 miles behind. More than a month later, Scott found himself staring at Amundsen’s flag at the South Pole. Amundsen had already travelled five hundred miles back North. Scott and his team turned back North dejected, just as the season began to turn. The already menacing weather turned more severe, while supplies dwindled and Scott and his men struggled through the snow.

Amundsen and his team reached home base on January 25th, the precise day he had planned. Running out of supplies, Scott and his team stalled in mid-March, exhausted and depressed. Eight months later, a British reconnaissance party found the frozen bodies of Scott and two teammates in a forlorn, snow-drifted little tent, just ten miles short of his supply depot. His whole team had perished.

Throughout the journey, Amundsen adhered to a regimen of consistent progress, never going too far in good weather, careful to stay away from the red line of exhaustion that could leave his team exposed, yet pressing ahead in nasty weather to stay on pace. Amundsen throttled back his well-tuned team to travel between 15 and 20 miles per day, in a relentless march to 90 degrees south. When a member of Amundsen’s team suggested they could go faster, up to 25 miles a day, Amundsen said no.

They needed to rest and sleep so as to continually replenish their energy. In contrast, Scott would sometimes drive his team to exhaustion on good days and then sit in his tent and complain about the weather on bad days. At one point Scott faced 6 days of gale force winds and travelled on none, whereas Amundsen faced 15 and travelled on 8. Amundsen clocked in at the South Pole right on his pre-decided pace, having averaged 15.5 miles per day. Scott in contrast fell behind early, with no plan of a daily pace, and as the conditions worsened, enhanced by his lack of preparation for unforeseen events, he and his team never recovered.

The important point was that they stuck to their 20 miles. You keep up the effort – 20 miles, 20 miles, 20 miles – and then you cross into the plains and its glorious springtime, and you can go 40 of 50 miles in a day. But you don't. You sustain your pace, marching 20 miles.

## 20 Mile March is more than a philosophy

It's about having concrete, clear, intelligent, and rigorously pursued performance mechanisms that keep us on track. The 20 Mile March, just like Amundsen and his team, creates two types of self-imposed discomfort:

The discomfort of unwavering commitment to high performance in difficult conditions.

The discomfort of holding back in good conditions.

To achieve consistent performance, we need both parts of the 20 Mile March: a lower bound and an upper bound, a hurdle that we jump over and a ceiling that we will not rise above, the ambition to achieve, and the self-control to hold back.

## Our People

Maintaining a consistent culture after a year of 92% revenue growth and a number of acquisitions would be seen by most organisations as difficult if not impossible. After such high growth the Board requested that management undertake an arms-length third party employee engagement survey. All responses were anonymous.

As a Board and management, we are proud of the results if not somewhat pleasantly surprised by many of the answers. As shareholders in the business we hope it gives you further confidence not just in the OneVue business but more importantly in the OneVue people.

## Highlights of the Survey Conducted August 2015 by HR4U

HR4U's unsolicited comments, "*HR4U has been assisting companies with staff surveys for over 3 years and has conducted 18 of these surveys. OneVue has the best survey results we have seen by far in terms of positive outcomes and very few results which could be considered negative, OneVue should be very proud of its people.*"

Firstly the response rate was excellent: 140 responses out of a possible 154. When staff absences were taken into account 95.6% of all OneVue staff responded to the survey.

Some of the outstanding results we would like to share with shareholders are:

99% of respondents strongly agree or agree that OneVue has a safe work environment

98% of respondents strongly agree or agree that "I am determined to give my best effort at work each and every day"

98% of respondents strongly agree or agree that "my co-workers and I have a good working relationship"

97% of respondents strongly agree or agree that "my manager or team leader treats me with respect"

97% of respondents strongly agree or agree that "staff at OneVue treat each other with respect"

97% of employees at OneVue strongly agree or agree that "employees at are willing to take on new tasks as needed"



97% of respondents strongly agree or agree that  
"I understand how my work impacts OneVue's  
business goals"

96% of respondents strongly agree or agree that  
"employees at OneVue always keep going when  
the going gets tough"

96% of respondents strongly agree or agree that  
"I am often so involved in my work that the day  
goes by very quickly".

95% of respondents strongly agree or agree that  
"I feel completely involved in my work".

94% of respondents strongly agree or agree that  
"my manager and team leader and I have a good  
working relationship".

93% of respondents strongly agree or agree that  
"I am satisfied with the leave policies of OneVue"

92% of respondents strongly agree or agree "that  
employees at OneVue willingly accept change"

91% of respondents strongly agree or agree that  
"employees at OneVue take the initiative to help  
other employees when the need arises"

91% of respondents strongly agree or agree that  
"my manager or team leader allows me to make  
decisions affecting my work"

90% of respondents strongly agree or agree that  
"I am satisfied that I have the opportunities to  
apply my talents and expertise at OneVue"

90% of respondents strongly agree or agree that  
"my manager or team leader recognises strong  
job performance and"

90% of respondents strongly agree or agree that  
"When at work, I am completely focused on my  
job responsibilities"

The key areas requiring attention within OneVue were:

- Remuneration, and
- Training

and we have a plan to address both of these issues.

In the next section we would like to share some of  
OneVue's current employee stories including some who  
have joined the OneVue team via acquisition.

## OneVue Stories

OneVue enjoys diversity and rewards people who deliver.



### **Lisa McCallum, Head of Platform Services, OneVue**

Lisa is proof that women at OneVue are free to rise as far as their talents take them. There is no glass ceiling – but not because there is a focus on women. As Lisa says: “It is not about women. OneVue doesn’t see race, gender or cultural differences. It sees people who deliver. “Everyone has strengths and weaknesses and it’s about balancing all the skills available, and matching skills to the situation.”

Five years ago, Lisa joined OneVue as a senior business analyst. Since joining OneVue she has been promoted from a project manager to head of operations, chief operating officer, head of innovation, and now head of platform services where she is accountable for the profit and loss of the Platform Services division. That means being responsible for sales, operations, delivery and ongoing development of the service. In the last year Lisa has spearheaded the Digital Direct developments and launch with both Eureka Report and Fat Prophets. Since January Lisa has been driving the launch of the adviser and accountant platform LUMINOUS scheduled for release on 28 September 2015.

The driving force behind Lisa’s success has been her passion for making things better, for making technology work for people. By combining operational expertise and a deep understanding of technology, she is unwilling to accept current processes for the sake of it and is constantly asking: “How can we do better?” And that fits nicely with OneVue. “Other organisations don’t want ideas or to change,” she says. “But OneVue looks for change, and sets the strategy then prioritises for the delivery pipeline.”

When Lisa isn’t working, she plays competitive golf, where she has been achieving local successes.

*Lisa McCallum*

I’ve come back to my roots.



### **Scott Hardie, General Manager, Super Managers Australia**

Scott, who is based in Albury, has overall responsibility for the SMA Managers outsourced super administration provider of MAP super funds such as RetireRight, RetireSelect, brightday and Super profits. His job was to introduce a more scalable system and better processes to improve the service and delivery to clients.

Now after almost a year in the position, Scott is able to look back at his results with pride: a turnaround in customer satisfaction, improved delivery to external and internal clients, on time performances, reduced errors and higher service levels. With experience in project delivery, he put his hand up to lead Super Managers when it contracted OneVue for management support. And Albury became his tree change after helping OneVue integrate technology through its Melbourne Computershare acquisition.

With a background in super administration and systems, Scott feels the position at Super Managers is taking him back to his roots. What personal qualities are needed for success in his position? “I have to balance empathy for the client with commercial imperatives and service delivery,” he says. Another aspect that has helped Scott make a success of his position has been the great team he has around him in Albury plus the stable management team at OneVue. “They trust in each other’s abilities, and they have the ability to get the job done. Many of the management team have been there for 5 years – some for 10 – and Connie has the ability to see industry trends long before others.”

When Scott is not at work, which often means 12-hour days and weekends, he escapes to Melbourne for sporting events like the grand prix and the tennis. Otherwise he contents himself with exploring the countryside around Albury with his wife Liz.

*Scott Hardie*

I'm excited to be able to identify and invest in Australia's talent.



**Mahmoud Khwaja, Senior Investment Analyst/Portfolio Manager, Select**

Mahmoud's role is at the heart of OneVue's focus on disruption and innovation in the financial services sector. As an investment analyst and portfolio manager with Select, he helps OneVue and its clients invest in Australia's talent by identifying exciting investments, fund managers as well as start-ups in private equity and early stage venture capital.

Mahmoud's role is also pivotal in providing financial analysis and to assist the OneVue Board and Investment Committee identify compelling opportunities. He also helps provide OneVue with in-house investment management and asset allocation capabilities, which will drive the growth of the company's digital direct super offering.

As he tells his friends: "I manage your retirement savings and determine how much goes into strategies labelled cash, equities, fixed income or alternatives. Then I select the best investment vehicles in those strategies." However, the aspects of Mahmoud's job that give him the greatest pleasure are much more low-key. It is being able to collaborate with clients, work in teams with mutual respect and having the opportunity to invest in Australian innovation. "I enjoy going to sleep knowing I have done the best for my clients," he says.

Mahmoud says the personal qualities needed to do his job are like a sailor's: the foresight to plan for different environments, the flexibility to change course, navigate storms and position for a sunny day. That means having a passion for investment markets and outcomes for investors.

When he is not at work, Mahmoud is likely to be either involved with Sydney's Afghan community, studying for his qualifications as both a Chartered Alternative Investment Analyst and a Chartered Financial Analyst, or losing himself in triathlons, boxing and yoga.

*Mahmoud Khwaja*

We have to be flexible to juggle everything.



**Sheree Portis, Adviser Services Representative, OneVue**  
**Michelle Pattinson, LUMINOUS Project Lead, OneVue**

Sheree and Michelle came back from maternity leave and slotted straight into demanding, responsible positions at OneVue. And they have been able to utilise flexible working conditions to juggle the demands of new motherhood and corporate life.

Sheree is responsible for maintaining OneVue's relationships with advisers and direct clients. That means helping them with her extensive product knowledge to answer tricky technical questions so the advisers and clients use OneVue's platform most effectively. "Being flexible is important - and having a thick skin doesn't hurt," she says with a smile.

Sheree, who commutes 2 hours each way, works part-time 5 days a week and is about to switch to working fulltime 4 days a week from home and 1 in the office to create a better work-life balance.

Michelle is responsible for making things happen in the run-up to the launch of LUMINOUS, OneVue's launch of the new platform. She juggles timelines and meets with management, IT developers, sales staff, and advisers. She wears many hats and makes sure all the moving parts that is the LUMINOUS project are in synch. Sometimes she is a project manager; sometimes she is a conductor; sometimes she is a communicator. This requires Michelle to be flexible, patient and organised as she never knows what each day will bring. And she does it all in 3 days a week.

When they aren't at work, Sheree attempts to clean her house while looking after her 2-year-old, and Michelle escapes home with her 1 year old for a coffee on Manly Corso.

*Michelle Pattinson & Sheree Portis*



If there's an issue on a Sunday night, it's our role to fix it.



**David Saliba, Customer Service Team Leader, OneVue Fund Services**  
**Paul Wright, Client Solutions Team Leader, OneVue Fund Services**

David and Paul ensure that clients of OneVue's unit registry business get prompt help and efficient service but they look after opposite sides of the business. David looks after advisers and investors, and Paul looks after fund managers. While they face different client segments, they share a passion for first response solutions.

That means answering questions and helping clients when they first call or email – even on a Sunday night if necessary. If they can't provide an answer immediately, they will get the answer from the appropriate team and pass it straight on to the client.

David and Paul were promoted into the roles after OneVue bought the unit registry business from Computershare and simplified the client service model. "This model works and its focus is on service," says Paul. "The previous model was difficult. Now we have the back-up and support needed to help clients. With the right people in the right roles, it really works. "We used to be small fish in a very big aquarium and it was harder to get things done. "This is a much more personal environment."

Both agree that enjoying what they do has been central to their success. They also say the qualities they share that are important in both roles are empathy to understand client needs plus problem-recognition and problem-solving skills.

When they aren't working, Paul is likely to be taxiing his 3 children between weekend sports and David is likely to be sorting out his new home – but both are sure to be keeping an eye on their email in-boxes.

*David Saliba & Paul Wright*

Things need to be well prioritised because resources are always finite



**Patrick Stampfli, Head of Technology, OneVue**

Patrick is a man who prevents his teams scoring own-goals ... at work and on weekends.

When Patrick joined OneVue in July after 14 years with BNP Paribas in Paris, London and Australia, he brought a singular focus on the allocation and management of IT and BA resources. OneVue was growing so quickly that it was conscious of not failing to deliver on its commitments to clients and the markets. Patrick's first priority was to introduce a more systemised methodology of resource allocation that would deal with OneVue's exponential growth and keep the use of resources aligned with the company's strategic imperatives. At OneVue time is spent explaining why we are focusing on certain projects, technology is not just told to go out and do it. The improved prioritisation methodology also freed management time to focus elsewhere although management and Patrick work hand in glove in the macro prioritisation of key projects.

Patrick is responsible for 2 teams of IT developers and their associated business analysts. One team, which specialises in Java, works on web applications for platform services; the other, which specialises in SQL Server and .Net, works on in-house applications for fund services.

The personal qualities he brings to the job are resilience, good communications, and a down-to-earth evidence-based pragmatic approach to problem solving. "If you want the best quality IT, things need to be well prioritised because resources are always finite," he says. "My job is not to say 'no' but to allocate resources to deliver results." Put simply, while CIO James Thorpe drives the technical side and advises developers on the how, Patrick organises the who and the when.

When Patrick is not at work, he is likely to be keeping goal for his soccer team or competing in long distance mountain bike races of 60km+ in the Hawkesbury and Hunter valleys.

*Patrick Stampfli*



The background of the page is an aerial photograph of green agricultural fields, showing various shades of green and patterns of crops. In the lower-left quadrant, there is a white square graphic with a thin green border. Inside this white square is a smaller green square, which in turn contains a white square at its center, creating a nested square effect.

# Directors' Report

# OneVue Holdings Limited

## Directors' Report

### 30 June 2015

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The Directors present their report, together with the financial statements, on the consolidated entity (referred to as 'OneVue') consisting of OneVue Holdings Limited (referred to as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2015.

### Directors

The following persons were Directors of OneVue Holdings Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

- Gail Pemberton
- Connie Mckeage
- Karen Gibson
- Greta Thomas
- Garry Wayling

### Principal activities

During the financial year the principal continuing activities of OneVue consisted of:

- Unit registry services
- Investment administration.

Both activities were significantly enhanced during the year by the acquisition of Select Asset Management

Limited now OneVue RE Services Limited trading as Select Fund Services, and Select Investment Partners Limited. The acquisition deepened OneVue's superannuation trustee business and MAP Funds Management and enhanced the Fund Services offering by creating a broader suite of unit registry, responsible entity (RE) services and mFund distribution. OneVue now has the ability to offer a packaged solution of investment products with RE Services complementing existing Fund Services and the automated interfaces to and from major custodians.

### Dividends

The Directors have not declared a final dividend for the year ended 30 June 2015 (2014: Nil).

The Board does not currently have a dividend policy. On 23 June 2014 the Directors declared that OneVue Holdings Limited does not intend to declare a dividend for the years ended 30 June 2014 or 2015. Dividends are not expected to be declared in respect of any period after 30 June 2015 until there are sufficient retained earnings and they can be paid on a fully franked basis. Given the level of carry forward tax losses, the timing of the commencement of payment of fully franked dividends will be dependent on the future profitability of the company.

## Review of operations

### Performance compared with the prior year

Year ended 30 June (\$'000)	2015	2014	Change %
<b>Revenue</b>	<b>25,402</b>	<b>13,202</b>	<b>92%</b>
Other income	22	9	144%
Operating expenses	(24,720)	(15,292)	(62%)
<b>EBITDA</b>	<b>704</b>	<b>(2,082)</b>	<b>134%</b>
Depreciation & Amortisation	(2,179)	(1,344)	(62%)
<b>EBIT</b>	<b>(1,475)</b>	<b>(3,426)</b>	<b>57%</b>
Interest	49	(73)	167%
Non-recurring expenses	(623)	(2,557)	76%
<b>Profit (loss) before tax</b>	<b>(2,049)</b>	<b>(6,056)</b>	<b>66%</b>
Tax	1,829	819	123%
<b>Net Profit (loss) After Tax</b>	<b>(220)</b>	<b>(5,237)</b>	<b>96%</b>

Total Revenue grew by \$12.2 million or 92%. This was achieved by growth from the current year Select Group acquisition of \$7.5 million or 61%, growth from the full year effect of prior year acquisitions of \$3.5 million or 29%, and organic growth of \$1.2 million or 10%.

The Board uses underlying EBITDA (earnings before interest, tax, depreciation and amortisation) as a principal profit and cash measure. Adjusted for non-recurring items, the underlying EBITDA for the year ended 30 June was a profit of \$0.7 million which was an improvement of \$2.8 million over the prior year.

The current year EBITDA excluded non-recurring expenses of \$0.6 million (FY14: \$2.6 million) including acquisitions, IPO and restructuring costs. The depreciation and amortisation expense of \$2.2 million (FY14: \$1.3 million) was driven by acquisitions and increased capitalised development.

Fund Services revenue grew by \$1.7 million or 29% from the prior year. A large portion of this growth was from the full year effect of the prior year Computershare Fund Services ("CFS") acquisition. There was also growth from new RE clients cross sold into unit registry services.

During the current year, Platform Services broadened the service offering with the acquisition of Select Investment Partners (SIP) adding Customised Portfolio

Service capabilities. Platform Services also expanded intermediary relationships and gained a larger share of total funds under advice. Other highlights during the year included Yellow Brick Road's launch of OneVue's robo advice solution [guru.ybr.com.au](http://guru.ybr.com.au) and the strengthening of the MAP Superannuation offering with SIP appointed to manage its Superannuation investments. Platform Services contributed \$17.9 million or 70% of total revenue from continuing operations compared to 57% of total revenue from continuing operations in the prior year. The \$10.6 million or 143% growth was driven by the Select Group acquisition, MAP and digital.

Diversity of revenue within each business unit also improved during the year.

The net loss of \$0.2 million was a \$5.0 million or a 96% improvement from last year's loss of \$5.2 million. A large contributor to this result was the research and development tax benefit for innovation development of \$1 million (FY14: \$0.8 million). In addition OneVue recognised a \$0.8 million tax benefit (FY14: Nil).

OneVue has no external bank borrowings.

Further details about the business are contained in the business overview section.

## Performance compared with the Prospectus Forecast

Year ended 30 June (\$'000)	2015 Actual	2015 Prospectus Forecast	Change %
<b>Revenue</b>			
Fund Services	7,502	8,257	(9%)
Platform Services	17,878	11,340	58%
Other revenue and income	44	403	(89%)
<b>Total revenue and other income</b>	<b>25,424</b>	<b>20,000</b>	<b>27%</b>
Operating expenses	24,720	19,550	(26%)
<b>EBITDA</b>	<b>704</b>	<b>450</b>	<b>56%</b>
Depreciation & amortisation	(2,179)	(2,191)	1%
<b>EBIT</b>	<b>(1,475)</b>	<b>(1,741)</b>	<b>16%</b>
Interest income	(49)	(185)	(73%)
Non recurring expenses	623	368	(69%)
<b>Profit (loss) before tax</b>	<b>(2,049)</b>	<b>(1,924)</b>	<b>(6%)</b>
Tax	1,829	800	129%
<b>Net profit (loss) after tax</b>	<b>(220)</b>	<b>(1,124)</b>	<b>81%</b>

The current year EBITDA of \$0.7 million was 56% higher than the prospectus forecast of \$0.5 million.

Total revenue was \$5.4 million or 27% ahead of the prospectus forecast. This was primarily driven by Platform Services with the benefits from the Select acquisition and full year revenues for MAP and SMSF Managers, both prior year acquisitions. There was also organic growth through intermediaries and SMSF from white label relationships.

Total operating expenses were \$5.2 million or 26% higher than the prospectus forecast due to the costs associated with the acquisitions and the higher cost structure in Funds Services incurred ahead of anticipated growth.

Interest income was \$0.1 million or 73% lower than forecast due to lower than expected interest rates and the funding of acquisitions.

Non recurring expenses were \$0.3 million or 69% higher than expected due to costs associated with new acquisitions.

The tax benefit was \$1 million or 129% favourable to forecast due to the research and development tax benefit for innovation development being \$0.2 million higher and the recognition of \$0.8 million of tax losses offsetting the deferred tax liability on the Select acquisition.

Net profit after tax was \$0.9 million or 81% ahead of prospectus forecast.



## Significant changes in the state of affairs

On 25 July 2014, OneVue Holdings Limited commenced trading on the ASX (ASX: OVH). The company successfully raised \$14 million by way of an Initial Public Offer for 40 million ordinary shares.

During the current year the contributed equity increased by \$17.6 million (from \$27.5 million to \$45.1 million) due to the initial public offering (\$13 million net of costs), for the Select acquisition (\$4.3 million ordinary shares issued) and the \$0.3 million repayment of limited recourse loans by employees.

The company completed the acquisition of Select Asset Management Limited and Select Investment Partners Limited and their controlled entities. On August 2014, consideration paid comprised net \$2.7 million in cash and 12.904 million ordinary shares in OneVue Holdings Limited at an agreed price of \$0.35 each. The shares were issued in two tranches; the first being 31 August 2014 for \$4.3 million and the second on 28 August 2015 for \$0.2 million.

On 2 September 2014, \$0.72 million was paid to Computershare as part of the settlement of the Computershare Fund Services ("CFS") acquisition. Computershare elected to receive cash rather than convert the notes to ordinary shares.

There were no other significant changes in the state of affairs during the year.

## Matters subsequent to the end of the financial year

On 28 August 2015, 617,799 ordinary shares with an agreed price of \$0.35 per share were issued as settlement of the contingent consideration owed to the Select vendor shareholders (Refer note 33 of the financial statements).

On 2 September 2015, \$0.72 million was paid to Computershare as the final settlement of the CFS acquisition. Computershare elected to receive cash rather than convert the notes to ordinary shares.

## Future developments, prospects and business strategies

Future developments for OneVue and the expected performance will be driven by:

- To provide digital gateways between investors and those that service them including advisers, accountants and investment managers
- To become the Australian unit registry utility servicing both domestic and global trustees, custodians and investment managers
- To deliver a highly scalable, competitive and quality offering

Further information about likely developments in the operations of the consolidated entity and the expected results of those operations in future financial years has not been included because disclosure of the information would be likely to result in unreasonable prejudice to the consolidated entity.

## Environmental regulation

OneVue is not subject to any significant environmental regulation under Australian Commonwealth or State law.

## Information on Directors

The following information is current as at the date of this report.

Name:	Gail Pemberton
Title:	Non-Executive Chair
Qualifications:	FAICD, MA (UTS)
Experience and expertise:	Gail has over 30 years' experience in the financial services and technology sector in CIO, COO and CEO roles at companies including Macquarie Bank and BNP Paribas Securities Services. Gail joined the Board of OneVue Holdings Limited in 2007 as Chair.
Other current Directorships:	Non-Executive Director UXC Limited and Eclixp Group Limited
Former Directorships (last 3 years):	Non-Executive Director Onthehouse Holdings Limited (2011- 2015)
Special responsibilities:	Member of the Audit, Risk Management and Compliance Committee and Human Resources, Nomination and Remuneration Committee.
Interests in shares:	1,941,710 ordinary shares
Interests in options:	187,500 options

<b>Name:</b>	<b>Connie Mckeage</b>
<b>Title:</b>	Managing Director and Chief Executive Officer
<b>Qualifications:</b>	Dip Arts & Sci
<b>Experience and expertise:</b>	Connie has more than 30 years of experience in asset management, broking, consulting and business leadership roles
<b>Other current Directorships:</b>	None
<b>Former Directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	
<b>Interests in shares:</b>	35,732,643 ordinary shares
<b>Interests in options:</b>	None

<b>Name:</b>	<b>Greta Thomas</b>
<b>Title:</b>	Non-Executive Director
<b>Qualifications:</b>	MBA, GAICD
<b>Experience and expertise:</b>	Greta has more than 25 years of innovation, strategy, marketing and business growth experience.
<b>Other current Directorships:</b>	None
<b>Former Directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Member of the Audit, Risk Management and Compliance Committee and the Human Resources, Nomination and Remuneration Committee (from June 2015)
<b>Interests in shares:</b>	57,697 ordinary shares
<b>Interests in options:</b>	125,000

<b>Name:</b>	<b>Garry Wayling</b>
<b>Title:</b>	Non-Executive Director
<b>Qualifications:</b>	BCom, GAICD, ACA
<b>Experience and expertise:</b>	Garry has more than 35 years of accounting and business leadership experience
<b>Other current Directorships:</b>	Non-Executive Director Inabox Group Limited
<b>Former Directorships (last 3 years):</b>	Coalworks Limited
<b>Special responsibilities:</b>	Chair of the Audit, Risk Management and Compliance Committee
<b>Interests in shares:</b>	100,428 ordinary shares
<b>Interests in options:</b>	125,000

<b>Name:</b>	<b>Karen Gibson</b>
<b>Title:</b>	Non-Executive Director
<b>Qualifications:</b>	BSc, MBA, GAICD
<b>Experience and expertise:</b>	Karen has more than 20 years of corporate and senior executive experience in superannuation and financial services.
<b>Other current Directorships:</b>	None
<b>Former Directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Chair of the Human Resources, Nomination and Remuneration Committee, member of the Audit, Risk Management and Compliance Committee
<b>Interests in shares:</b>	75,000 ordinary shares
<b>Interests in options:</b>	125,000

Other current directorships and former directorships above are for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

## Company secretary

Ashley Fenton was appointed Chief Financial Officer and Company Secretary on 29 April 2015. He is an FCA (Fellow of the Institute of Chartered Accountants in Australia) and has held senior finance positions

with ASX listed companies (including Salmat Limited, Fairfax Media Limited, Cable and Wireless Optus Limited and Ambition Group Limited) and has also been Company Secretary of ASX listed entities.

## Meeting of Directors

The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2015, and the number of meetings attended by each Director were:

	Full board		Human Resources, Nomination and Remuneration Committee		Audit, Risk Management and Compliance Committee	
	Attended	Held*	Attended	Held*	Attended	Held*
Gail Pemberton	17	17	5	5	6	6
Connie Mckeage	15	17	5	5		
Garry Wayling	15	17			6	6
Greta Thomas	16	17			6	6
Karen Gibson	17	17	5	5		

\* Represents the number of meetings held during the time the Director held office or was a member of the relevant committee.

## Remuneration Report - audited

This Remuneration Report of OneVue Holdings Limited (OneVue) which has been audited outlines the key management personnel remuneration arrangements for the consolidated entity in accordance with the requirements of Section 300A of the Corporations Act 2001 and its Regulations.

The remuneration report is presented under the following sections:

- Key management personnel
- Remuneration philosophy
- Board oversight of remuneration
- Non-executive Director remuneration
- Use of remuneration consultants
- Executive remuneration
- Detail of Management Personnel Remuneration
- Executive contractual arrangements
- Share based compensation

## Key management personnel

The remuneration report details the remuneration arrangements for Key Management Personnel (KMP) who are defined by AASB 124 Related Party disclosures as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any Directors (whether executive or otherwise) of the parent Company.

KMP	Role	Commencement date
<b>KMP – Non-Executive Directors</b>		
Gail Pemberton	Chair	January 2007
Garry Wayling	Non-Executive Director	7 February 2014
Karen Gibson	Non-Executive Director	1 March 2014
Greta Thomas	Non-Executive Director	27 March 2014
<b>KMP - Executive Directors</b>		
Connie Mckeage	Managing Director and CEO	January 2007
<b>KMP - Executives</b>		
Ashley Fenton <sup>1</sup>	CFO & Company Secretary	29 April 2015
Lisa McCallum <sup>2</sup>	Head of Platform Services	9 April 2010
James Thorpe <sup>2</sup>	Chief Technology Officer	21 May 2007

<sup>1</sup> Appointed as CFO & Company Secretary on 29 April 2015

<sup>2</sup> Disclosed as KMP from 1 July 2014

## Remuneration philosophy

OneVue's remuneration strategy is designed to attract, motivate and retain employees by identifying and rewarding high performers and recognising the contribution of each employee to the continued growth and success of the Company.

To this end, key objectives of the Company's reward framework are to ensure that its remuneration practices:

- Are aligned to the Company's business strategy and shareholder interests
- Offer market competitive total remuneration packages designed to reward outperformance
- Provide strong alignment between individual and Company performance.

## Board oversight of remuneration

### Human Resources, Nominations and Remuneration Committee

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The Board has established a Human Resources, Nominations and Remuneration Committee (HRNRC). The committee is responsible for making recommendations to the Board on remuneration policy and reward structures, Board and committee structures, succession and diversity strategy. The committee is also responsible for ensuring that management has an appropriate Human Resources policy framework in place including recruitment, retention, and performance measurement and termination policies.



The HRNRC assesses the appropriateness of the composition and quantum of remuneration for the CEO, direct reports to the CEO and non-executive Directors by reference to relevant employment market conditions, with the overall objective of attracting and retaining Directors and executives who will create value for shareholders. In determining the level and composition of executive remuneration, the HRNRC committee may engage external consultants to provide independent advice.

The members of the HRNRC at 30 June 2015 are Ms Karen Gibson (Chairperson), Ms Gail Pemberton and Ms Greta Thomas. The HRNRC Chair and its membership is reviewed annually by the Board. The HRNRC has a Charter which outlines its terms of reference, details can be found online at [www.onevue.com.au](http://www.onevue.com.au) in the Investor Centre section.

### Remuneration approval process

The Board determines the remuneration arrangements of the CEO. Following recommendations from the HRNRC the Board approves the remuneration arrangements of the direct reports to the CEO including awards made under incentive plans. For the 2015 financial year the Board approved a short-term incentive plan with a retention component. This will be reviewed and replaced for the 2016 financial year. Consideration will be given to the introduction of a long term incentive plan at that time. The Board also sets the aggregate remuneration of non-executive Directors, which is then subject to shareholder approval. The HRNRC reviews fees paid to non-executive Directors annually by reference to fees paid to Directors of companies of similar scale and in a similar sector.

In accordance with best practice corporate governance the structure of Non-Executive Director and other KMP remuneration is separate and distinct.

## Non-Executive Director remuneration

### Structure

The Board seeks to set aggregate remuneration at a level that provides the Company with the ability to attract and retain Non-Executive Directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

The amount of fixed remuneration comprising Board and Committee fees (where applicable) is established for individual Directors by resolution of the full Board, within the aggregate limit set by shareholders. The aggregate Non-Executive Directors' remuneration for the Company approved by shareholders is an aggregate remuneration limit of \$500,000.

The current Non-Executive Directors received a single grant of options upon appointment by a resolution of the Board.

There are no retirement schemes or retirement benefits other than the statutory benefits that apply for Non-Executive Directors.

Each Director is paid a fee as a member of the Board and an additional amount as a Chair of the Board or of a committee. An additional fee is paid to a member (other than a Chair) who is a member of two committees.

The remuneration of Non-Executive Directors for the financial years ended 30 June 2015 and 30 June 2014 is detailed in the KMP Remuneration section of this Remuneration Report.

The following base fees including superannuation apply for the Non-Executive Directors:

Annual Fees Applicable (inclusive of any applicable superannuation)	2015		2014	
	Chair \$	Member \$	Chair \$	Member \$
Board	50,000	50,000	50,000	50,000
Audit, Risk Management and Compliance Committee	10,000	7,000	10,000	7,000
Human Resources, Nominations and Remuneration Committee	10,000	7,000	10,000	7,000
Subsidiary Board fees – MAP Funds Management Ltd	16,800	33,200	41,800	33,200

## Use of remuneration consultants

The HRNRC may from time to time receive advice from independent remuneration consultants to ensure executive remuneration is appropriate and in line with market.

During the financial year ended 30 June 2015, the Company engaged Godfrey Remuneration Group Pty Limited (GRG), remuneration consultants, to provide information and recommendations regarding executive remuneration including the structure of short term and long term incentives. GRG was paid \$35,200 for these services.

A set of protocols was in place to ensure that the remuneration recommendations would be free from undue influence from KMP. The Board is satisfied that these protocols were followed and as such there was no undue influence.

## Executive Remuneration

### Remuneration levels and mix

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OneVue aims to reward executives with a level and mix of remuneration that is commensurate with their position and responsibilities, and which has both fixed and variable components.

### Structure

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In the 2015 financial year, the executive remuneration framework consisted of the following components:

- Fixed remuneration which may be received in the form of base salary, superannuation and non-monetary benefits
- Variable remuneration for eligible staff comprising short term incentives

### Fixed remuneration

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The level of fixed remuneration is reviewed annually by the HRNRC taking into account the overall performance of OneVue, individual performances and comparable market remuneration trends, and where appropriate external advice on policies and practices.

Executive contracts of employment do not include any guaranteed base pay increases.

Executives may receive their fixed remuneration in the form of cash, superannuation contributions or fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to OneVue and provides additional value to the executive.

### Variable remuneration

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The Board approved an incentive scheme for the 2015 financial year which is focused on rewarding outperformance as measured by underlying EBITDA. Participating executives could receive entitlements from a capped bonus pool in the form of cash and share entitlements vesting over two years to 30 September 2016. The entitlement applied if the underlying EBITDA for the 2015 financial year exceeded the Prospectus Forecast of \$450,000, with 45% of any excess above the Prospectus Forecast to apply to the bonus pool, subject to a cap if the underlying EBITDA exceeded two million dollars. The underlying EBITDA achieved for the financial year of \$704,000 exceeded the Prospectus Forecast by \$254,000 resulting in a pool amount available of \$114,300. The senior management team have decided in the interests of the Company to forego any entitlement to this pool.

An LTI program did not apply for the 2015 financial year.

The Board is considering implementing a short term incentive (STI) and long term incentive (LTI) scheme to apply for the 2016 financial year. The objective of the STI and LTI schemes will be to focus executives on achieving personal and business goals that contribute to sustained shareholder value and in the case of the LTI are linked to long term financial performance and shareholder returns. Achievement of any STI and LTI will be linked to the financial and business performance of OneVue relative to plans and budgets as determined by the Board..

### Employee share scheme grant

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The Company granted 26,000 shares (2014: 200,000 shares) during the year, being 2,000 shares to each eligible employee of the Company who became eligible since the previous issue under section 83A-35 of the Income Tax Assessment Act 1997.

## Executive contractual arrangements

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Remuneration arrangements for all KMP are formalised in employment agreements. None of these arrangements have a fixed term.

### Managing Director

Connie Mckeage is employed under an ongoing contract with the following key terms:

- OneVue may pay Ms Mckeage an annual bonus having regard to the financial performance of the Company and Ms Mckeage's performance against her key performance indicators.
- Ms Mckeage is entitled to 30 business days of annual leave each year.
- The Employment Contract may be terminated by either party giving the other three months written notice. OneVue may terminate the Employment Contract without notice in the event of serious misconduct, neglect of duty or dishonesty on the part of Ms Mckeage.

### Other Key Management Personnel

Other Key Management Personnel are employed under ongoing contracts with the following key terms:

- OneVue may pay executives an annual bonus having regard to the financial performance of the Company and the executive's performance against their key performance indicators.
- Each executive is entitled to 20 business days of annual leave each year.
- The Employment Contract may be terminated by either party giving the other four weeks written notice. OneVue may terminate the Employment Contract without notice in the event of serious misconduct, neglect of duty or dishonesty on the part of executive.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

## Details of Key Management Personnel Remuneration

Details of the remuneration of the key management personnel of the consolidated entity are set out in the following tables.

Financial Year ending 30 June 2015	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
	Cash salary and fees	Bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled	Total
	\$	\$	\$	\$	\$	\$	\$
Non-Executive Directors:							
Gail Pemberton* (Chair)	112,343	-	-	-	-	-	112,343
Garry Wayling	92,391	-	-	16,346	-	-	108,737
Greta Thomas*	67,141	-	-	-	-	-	67,141
Karen Gibson	90,171	-	-	8,566	-	-	98,737
Executive Directors:							
Connie Mckeage	163,043	-	-	13,881	639	-	177,563
Other Key Management Personnel:							
Brett Marsh <sup>1</sup>	166,574	4,566	-	16,050	2,022	-	189,212
Lisa McCallum	164,384	4,566	-	16,050	15,536	-	200,536
Thomas Robertson <sup>2</sup>	176,886	-	-	15,792	-	-	192,678
James Thorpe	165,722	4,566	-	16,050	2,102	-	188,440
Brendan Foley <sup>3</sup>	188,868	-	-	9,363	-	-	198,231
Ashley Fenton <sup>4</sup>	41,847	-	-	5,833	-	-	47,680
	1,429,370	13,698	-	117,931	20,299	-	1,581,298

\* Represents remuneration excluding GST

<sup>1</sup> Resigned as Chief Financial Officer on 29 April 2015 and appointed as Head of Product and Marketing

<sup>2</sup> Resigned as Company Secretary 29 April 2015

<sup>3</sup> Appointed 29 August 2014 and resigned 16 March 2015

<sup>4</sup> Appointed Company Secretary and Chief Financial Officer 29 April 2015

All amounts represent remuneration expenses incurred in the financial year, noting engagement and resignation dates. No remuneration was linked to performance.



Financial Year ending 30 June 2014	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
	Cash salary and fees	Bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled	Total
	\$	\$	\$	\$	\$	\$	\$
Non-Executive Directors:							
Gail Pemberton* (Chair)	23,491	-	-	-	-	1,903	25,394
Garry Wayling	19,069	-	-	6,733	-	1,269	27,071
Greta Thomas*	12,498	-	-	-	-	1,269	13,767
Karen Gibson	45,645	-	-	4,222	-	1,269	51,136
Executive Directors:							
Connie Mckeage	109,840	-	-	10,160	20,806	-	140,806
Other Key Management Personnel:							
Brett Marsh <sup>1</sup>	151,174	-	524	13,984	23,167	71,360	260,209
Lisa McCallum	156,579	-	524	14,484	-	60,303	231,890
Thomas Robertson <sup>2</sup>	48,367	-	524	4,474	-	7,851	61,216
James Thorpe	158,491	-	524	14,660	20,818	71,876	266,369
	725,154	-	2,096	68,717	64,791	217,100	1,077,858

\* Represents remuneration excluding GST. These amounts were presented inclusive of GST in the prior year remuneration report.

<sup>1</sup> Resigned as Chief Financial Officer on 29 April 2015 and appointed as Head of Product and Marketing

<sup>2</sup> Resigned as Company Secretary 29 April 2015

All remuneration was fixed remuneration and no remuneration was linked to performance for Key Management Personnel.

## Share-Based Remuneration

### Issue of shares

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No shares were issued to KMP during the year ended 30 June 2015.

### Options

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No options were granted to KMP during the year ended 30 June 2015.

The terms and conditions of options over ordinary shares granted in prior years affecting remuneration of Directors in this financial year or future reporting years are as follows:

Grant date	Exercisable date	Expiry date	Exercise price	Fair value per option at grant date
1 March 2014	25 July 2015	25 January 2016	\$0.35	\$0.04

Options granted carry no dividend or voting rights.

The number of options over ordinary shares granted to and vested by Directors as part of compensation during the year ended 30 June 2014 are set out below:

Name	Number of options granted during the year 2015	Number of options granted during the year 2014	Number of options exercised during the year 2015	Number of options exercised during the year 2014
Gail Pemberton (Chair)	-	187,500	-	-
Garry Wayling	-	125,000	-	-
Greta Thomas	-	125,000	-	-
Karen Gibson	-	125,000	-	-

No options over ordinary shares were granted during the year ending 30 June 2015 and none were exercised or lapsed for Directors as part of compensation during the year ended 30 June 2015.

## Additional disclosures relating to key management personnel

### Shareholding

The number of shares in the Company held during the financial year by each Director and other members of key management personnel of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Gail Pemberton	1,698,177	-	243,533	-	1,941,710
Garry Wayling	-	-	71,428	-	71,428
Greta Thomas	-	-	57,697	-	57,697
Karen Gibson	-	-	75,000	-	75,000
Connie Mckeage <sup>2</sup>	39,009,052	-	557,500	3,973,409 <sup>1</sup>	35,593,143
Brett Marsh	1,309,654	-	412,903	-	1,722,557
Lisa McCallum	2,414,879	-	-	-	2,414,879
Ashley Fenton	-	-	-	-	-
James Thorpe	2,175,925	-	1,063,315	648,854	2,590,386
Thomas Robertson*	97,420	-	34,285	131,705	-
Brendan Foley*	-	-	1,122,871	1,122,871	-
	46,705,107	-	3,638,532	5,876,839	44,466,800

\* Where an employee resigned during the financial year their shareholding at that time is disclosed as a disposal of shares.

<sup>1</sup> Connie Mckeage's related parties Abtourk (Syd No 376) Pty Ltd and Abtourk (Syd no 415) Pty Ltd transferred 3,973,409 ordinary shares to OneVue staff members during the current year.

<sup>2</sup> Connie Mckeage directly holds 859,828 ordinary shares, indirectly holds 1,367,178 ordinary shares and 33,366,137 ordinary shares are held by related parties.

	Options Held at 30 June 2014	Options Granted	Number of Options Exercised	Options Held at 30 June 2015
Gail Pemberton	187,500	-	-	187,500
Garry Wayling	125,000	-	-	125,000
Greta Thomas	125,000	-	-	125,000
Karen Gibson	125,000	-	-	125,000
Connie Mckeage	-	-	-	-
Brett Marsh	-	-	-	-
Lisa McCallum	-	-	-	-
Ashley Fenton	-	-	-	-
James Thorpe	-	-	-	-
	562,500	-	-	562,500

The above table only includes options granted by the Company.

### Other transactions with key management personnel and their related parties

The Company is the beneficiary of four bank guarantees over assets held by a former Director who resigned on 13 May 2014, Nigel Stokes, existing substantial shareholder Abtourk (SYD No. 368) Pty Ltd and Michael Cole (who controls Abtourk (SYD No. 368) Pty Ltd) in his personal capacity in respect of two guarantees, whereby security over personal assets is provided as cover for guarantees to the value of \$3.05 million offered by IMB Building Society to cover regulatory capital requirements. No financial benefit was provided by the Company for the bank guarantees. There were no other transactions with key management personnel and their related parties during the financial year.

**- This concludes the remuneration report, which has been audited. -**

## Shares under option

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Unissued ordinary shares of OneVue Holdings Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
1 March 2014	25 January 2016	\$0.35	562,500

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of any related entity of OneVue Holdings Limited.

## Shares issued on the exercise of options

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No ordinary shares of OneVue Holdings Limited were issued during the year ended 30 June 2015 and up to the date of this report on the exercise of options granted.

## Indemnity and insurance of officers

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The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

## Additional information

### Indemnity and insurance of auditor

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The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

## Proceedings on behalf of the Company

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No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

## Non-audit services

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Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 26 to the financial statements.

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services as disclosed in note 26 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- All non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- None of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

## Rounding of amounts

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The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.



## Auditor's Independence Declaration

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A copy of the Auditor's independence declaration as required under section 307C of the Corporations Act 2001 is provided with this report.

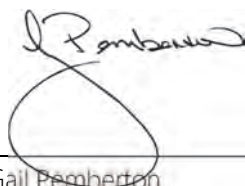
## Auditor

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BDO East Coast Partnership continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of the Board Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors

A handwritten signature in black ink, appearing to read 'G Pemberton', is written over a horizontal line.

Gail Pemberton  
Chair

28 September 2015  
Sydney



# Auditor's Independence Declaration

## **DECLARATION OF INDEPENDENCE BY ARTHUR MILNER TO THE DIRECTORS OF ONEVUE HOLDINGS LIMITED**

As lead auditor of OneVue Holdings Limited for the year ended 30 June 2015, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of OneVue Holdings Limited and the entities it controlled during the period.



Arthur Milner  
Partner

**BDO East Coast Partnership**

Sydney, 28 September 2015

BDO East Coast Partnership ABN 83 236 985 726 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO East Coast Partnership and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation, other than for the acts or omissions of financial services licensees.

# Corporate Governance





# Corporate Governance Statement

The Board of the Company supports the intent of the ASX Corporate Governance Council's principles of good governance and endeavours to meet their spirit and wherever possible achieve best practice. OneVue considers that its corporate governance framework and practices comply with the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations (3rd edition 2014)" (ASX Guidelines) other than as disclosed.

The Board recognises its responsibilities for ensuring the existence of an effective corporate governance environment to safeguard the interests of the Company. It works to promote an environment within OneVue that establishes its policies and procedures as basic guidelines for all its employees and representatives, recognising an overriding responsibility to act honestly, fairly, diligently and in accordance with the law.

The Corporate Governance practices set out below use the same headings as in the ASX guidelines. This statement, which has been approved by the Board reflects OneVue's practices as at 30 June 2015 and up to the date of this report. All of these practices were in place for the entire financial year unless stated otherwise.

Key disclosures as required under the ASX Guidelines are set out in the Company's Appendix 4G and full details are included on the Company's website [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance) in the Corporate Governance section of the Investor Centre.

## Principle 1 – Lay solid foundations for management and oversight

### ► Recommendation 1.1

**Disclose the respective roles and responsibilities of its Board and management and those matters expressly reserved to the Board and those delegated to management.**

The Board of Directors is responsible for the creation and protection of shareholder value of the Group.

The Board has adopted a Charter which sets out the responsibilities of the Board and its structure and governance requirements. Under the Charter, the responsibilities of the Board include:

- formulating, in concert with senior executives (management) and approving the Group strategic direction; goals and objectives
- approving performance targets and monitoring the achievement of these targets
- providing overall policy guidance and ensuring that policies and procedures for corporate governance and risk management are in place to ensure shareholder funds are prudently managed and that OneVue complies with its regulatory obligations and ethical standards
- ensuring an adequate internal control system is maintained
- overseeing the implementation and operation of an occupational health and safety framework in accordance relevant legislation
- determining the terms of employment and reviewing the performance of the Managing Director
- setting and monitoring the Group's programs for succession planning for the Board and Managing Director and senior management
- approving acquisitions and disposals of assets, businesses and expenditure above set monetary limits
- approving the issue of securities and entry into material finance arrangements, including loans and debt issues
- approving and monitoring the progress of major capital expenditure, capital management and, acquisitions and divestitures
- ensuring timely, accurate and effective communication with and reporting to shareholders, the market and relevant regulatory bodies

The Charter also sets out the responsibilities of the Chair, Individual Directors, the Managing Director and the Company Secretary and explains the relationship between the Board and management. The Board Charter makes it clear that the Board is charged with the responsibility of governing the

Company and in particular setting policy. Whilst it is the role of management to manage the Company's operations. The Board has delegated the day-to-day management of the company to the Managing Director and management. The company's management is responsible for the following:

- implementing the strategic objectives set by the Board
- operating within the risk parameters set by the Board
- operational and business management of the company
- managing the company's reputation and operating performance in accordance parameters set by the Board
- day-to-day running of the company
- providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities
- approving capital expenditure (except acquisitions) within delegated authority levels

The Board Charter is disclosed on the Company's website [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance) in the Corporate Governance section of the Investor Centre

#### ► Recommendation 1.2

**Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.**

The Human Resources Nominations and Remuneration Committee assists the Board to identify potential candidates for appointment to the Board, as required.

As part of the process for identifying potential Director candidates, the Committee considers the strategic and financial acumen of the candidates, their experience with businesses of comparable size, maturity and industry sector, their skills, expertise and competencies, and any potential conflicts of interest or independence and how they contribute to diversity on the Board. Appropriate background checks are undertaken prior to any appointments including as to a candidate's character, expertise, education, criminal record. Where appropriate, the Committee may seek independent professional external advice.

An election of Directors is held each year, and under the terms of the Company's Constitution at least one-third of the elected Directors must stand for re-election. A Director that has been appointed during the year must stand for election at the next Annual General Meeting (AGM). Retiring Directors are not automatically re-appointed

The Company provides shareholders with material information, including the Boards recommendations that are relevant to a shareholders decision regarding whether to elect or re-elect a Director at the Annual General Meeting.

Directors other than the Managing Director are subject to re-election in accordance with OneVue's constitution and the ASX Listing Rules.

#### ► Recommendation 1.3

**Have a written agreement with each Director and senior executive setting out the terms of their appointment.**

The terms of the appointment of Non-Executive Directors are set out in writing and cover matters such as the term of appointment, time commitment envisaged, required Committee work and other special duties, requirements to disclose their relevant interests which may affect independence, corporate policies and procedures, indemnities, and remuneration entitlements. Further details are set out in the Remuneration Report.

The Managing Director and senior executives are issued with service contracts which detail the above matters as well as the person or body to whom they report, the circumstances in which their service may be terminated (with or without notice), and any entitlements upon termination.

#### ► Recommendation 1.4

**The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.**

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

The Company Secretary's role, in respect of matters relating to the proper functioning of the Board, includes:

- advising the Board and its Committees on governance matters
- monitoring compliance of the Board and associated committees with policies and procedures
- coordinating all Board business
- retaining independent professional advisors
- ensuring that the business at Board and Committee meetings is accurately minuted
- assisting with the induction and development of Directors

All Directors have access to the Company Secretary and the Company Secretary also liaises with the Chair of the various Committees.

### ► Recommendation 1.5

**Have a diversity policy which includes requirements for the Board or a relevant Committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; and disclose (a) that policy or a summary of it and (b) the measurable objectives for achieving gender diversity set by the board and its progress towards achieving them, and (c) the entity's most recent "Gender Equality Indicators under the Workplace Gender Equality Act".**

OneVue is committed to creating a workplace that is fair and inclusive and reflects the diversity of the communities in which we operate.

OneVue values respects and encourages diversity of Board members, and employees and recognises the strategic and personal advantages that arise from a workplace where decisions are based on merit and all employees are treated equally.

OneVue operates in a global market and across every part of its business, it strives to create an inclusive culture in which difference is recognised and valued. The Company believes diversity includes but is not limited to gender, age, ethnicity, religious beliefs, physical abilities, and cultural background.

OneVue recognises the importance of its employees and aims to attract, motivate, retain and engage high performing employees. The Company recognises that

each employee brings their own unique capabilities, experiences and characteristics to their work, and values such diversity at all levels of the Company in all that it does. Encouraging diversity broadens the pool for the recruitment of talented employees, enhances retention and supports innovation. Increasing the focus on high quality employees supports the Company to improve its financial performance and achieve its strategic objectives.

OneVue has adopted a Board approved Diversity Policy which provides a framework within which it will promote diversity, and foster an inclusive environment. The policy sets out objectives to achieve:

- a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals
- a workplace culture characterised by inclusive practices and behaviours for the benefit of all employees
- improved employment and career development opportunities for women
- a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity
- awareness in all employees of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity

The Company's diversity strategies include:

- recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- reviewing succession plans to ensure an appropriate focus on diversity;
- identifying specific factors to be taken into account in recruitment and selection processes to encourage diversity;
- developing programs to develop a broader pool of skilled and experienced senior management and board candidates, including workplace development programs, mentoring programs and targeted training and development;
- developing a culture which takes account of domestic responsibilities of employees; and
- any other strategies the Board develops from time to time.

The Board is committed to workplace diversity, with a particular focus on supporting the representation of women at a senior level and on the Board.

The Board is responsible for developing measurable objectives and to annually review the objectives and progress towards achieving them.

The Company has not yet determined measurable objectives for achieving gender diversity, however the Company has monitored female gender representation and the workforce gender demographics are:

Proportion of women who are Directors on the Board	80%
Proportion of women in senior management	13%
Proportion of women across the organisation	40%

The current age profile of the workforce is as follows:

<20	2.4%
20-29	13.5%
30-39	43.7%
40-49	22.2%
50+	18.2%

#### ► Recommendation 1.6

**Have and disclose a process for periodically evaluating the performance of the board, its Committees and individual Directors; and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.**

The Chair in conjunction with the Chair of the Human Resources Nominations and Remuneration Committee conducts an annual review of Board performance with all Directors. The review for the current financial year completed in May 2015 was facilitated by an external independent professional with feedback provided to individual Directors by the chair. The Board and its Committees regularly review the effectiveness of their respective meetings.

#### ► Recommendation 1.7

**Have and disclose a process for periodically evaluating the performance of its senior executives; and disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.**

A formal process is followed for reviewing all staff at least annually. All senior executives participated in the review process in the current financial year.

The Board reviews the performance of the Managing Director annually in accordance with the Board Charter and also agrees on the key performance indicators and objectives for the year ahead, following completion of the annual budget. A review was completed for the current financial year.

## Principle 2 – Structure the board to add value

### ► Recommendation 2.1

**Have a Nomination Committee which has at least three members, a majority of whom are independent Directors; and is chaired by an independent Director, and disclose (a) the Charter of the Committee; (b) the members of the committee; and (c) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings.**

The Board has appointed a Human Resources, Nomination and Remuneration Committee which fulfils the role of a Nomination Committee. The Committee currently comprises three Non-Executive Directors being Karen Gibson (Chair) Gail Pemberton (Chair of the Board), and Greta Thomas (appointed to the Committee in June 2015). All are considered independent.

The number of times the Committee met during the reporting period and the attendance of the Committee members at those meetings is set out in the Directors Report.

The Committee identifies and makes recommendations related to nomination responsibilities including:

- Board and Committee structure, nomination and selection of Directors
- Board and Committee membership, skills, composition and performance
- Executive appointments and succession planning for the Managing Director

The Committee's Charter is on the Company's website [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance) in the Corporate Governance section of the Investor Centre.



## ► Recommendation 2.2

**Have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.**

The Board does not maintain a formal skills matrix that sets out the mix of skills and diversity that the Board aims to achieve in its membership.

The Board considers that the Board is of an appropriate size and the current mix of skills, qualifications and experience on the Board, relative to the current size of the Company and the nature of its activities, is appropriate to fulfil the required duties of the Board.

Details of the Directors qualifications and experience are set out in the Directors Report.

The Board have the following areas of key skills, experience and competencies:

Skills/ Experience	Competence
Leadership	Business leadership, public listed Company experience, Human resources
Business and finance	Accounting, corporate finance, strategy and planning, mergers and acquisitions, risk management, sales and marketing, operations
Market & industry	Financial services expertise
Technology	Product development, software and systems implementation, digital disruption, innovation
Sustainability and Stakeholder management	Corporate governance, communications, media and public relations, investor relations
International	International business management

The Board intends to reconsider its composition as the Company's operations evolve, and may in the future appoint additional independent Directors with complementary skills as it deems appropriate.

## ► Recommendation 2.3 and 2.4

**Disclose:(a) the names of the Directors considered by the Board to be independent Directors;(b) if a Director has an interest, position, association or relationship of the type described, but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an**

**explanation of why the Board is of that opinion; and(c) the length of service of each Director. The majority of the Board should be independent Directors.**

The Board aims to have a majority of independent Non-Executive Directors. The Board reviews the independence of each Director using the following criteria:

- No material relationship or family affiliation with executives
- Not a substantial shareholder
- Not a recent former employee in an executive capacity
- Not a recent provider of material services to the Company

The Directors considered by the Board to be independent are Ms Gail Pemberton, Mr Garry Wayling, Ms Karen Gibson and Ms Greta Thomas. During the reporting period none of the independent Non-Executive Directors had any interest or relationship that could or could reasonably be perceived to materially interfere with the independent exercise of their judgement as Directors.

Ms Connie Mckeage is the only Director who is not independent due to her executive management responsibilities and substantial shareholding interest.

The shareholdings and terms of office of the Directors are set out in the Director Report.

## ► Recommendation 2.5

**The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.**

The Chair of the Board Ms Gail Pemberton is an independent Non-Executive Director. The Chair of each Board Committee is an independent Non- Executive Director. There is a clear division of responsibility between the Chair and the Managing Director.

## ► Recommendation 2.6

**Have a program for inducting new Directors and provide appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.**

New Directors receive a letter of appointment setting out the key terms of their appointment, and are provided with information on OneVue, and other material information relative to understanding the business.

All new Directors undertake an induction program coordinated by the Company Secretary on behalf of the Human Resources Nominations and Remuneration Committee. The program covers OneVue's financial, strategic, operational and risk management positions, with briefings from senior executives including the Managing Director and CFO.

The Board performance assessment process provides an opportunity for Directors to identify development opportunities to participate in and to improve and maintain the required skills.

### Principle 3 - Promote ethical and responsible decision-making

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#### ► Recommendation 3.1

**Have a code of conduct for its Directors, senior executives and employees; and disclose that code or a summary of it.**

The Board has a Code of Conduct for its Directors and all employees.

The Code of Conduct sets out the Company's commitment to shareholder value and outlines the ethical characteristics employees should possess to encourage honest and trustworthy dealings.

The Company also has a Whistle blower policy which sets out the measures the organisation follows to encourage the reporting of unlawful or unethical behaviour.

The Code of Conduct and Whistle blower Policy are on the Company's website [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance) in the Corporate Governance section of the Investor Centre.

### Principle 4 - Safeguard integrity in financial reporting

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#### ► Recommendation 4.1

**Have an Audit Committee which:(1)has at least three members, all of whom are non-executive**

**Directors and a majority of whom are independent Directors; and(2)is Chaired by an independent Director, who is not the Chair of the Board ,and disclose:(3)the Charter of the Committee;(4)the relevant qualifications and experience of the members of the Committee; and(5)in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the member.**

The Board has established an Audit, Risk Management and Compliance Committee. The Audit, Risk Management and Compliance Committee currently comprises three non-executive Directors, being Mr Garry Wayling, Ms Gail Pemberton and Ms Greta Thomas, all of whom are independent Directors. The Audit, Risk Management and Compliance Committee is Chaired by Mr Garry Wayling, an independent Director.

The role of Audit, Risk Management and Compliance Committee is to advise the Board and provide oversight on:

- Audit and financial reporting
- Integrity of financial statements
- Corporate governance compliance
- Compliance with legal and regulatory requirements
- Risk management procedures
- Internal control structures
- Appointment, independence and performance of external auditors
- Monitoring the performance resourcing and effectiveness of the internal audit function

Information relating to the qualifications and experience of the Committee members and the number of times the Committee met throughout the reporting period and the attendance of the members are set out in the Directors Report.

A copy of the Audit, Risk Management and Compliance Committee Charter is available on the company's website [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance) in the Corporate Governance section of the Investor Centre.

#### ► Recommendation 4.2

**Receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate**

**accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.**

In relation to the financial statements for the financial year ended 30 June 2015 and the half-year ended 31 December 2014, the Company's CEO and CFO have provided the Board with declarations, that in their opinion:

- the financial records of the Company have been properly maintained;
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the consolidated entity; and
- have been formed on the basis of a sound system of risk management and internal control which is operating effectively.

#### ► Recommendation 4.3

**Ensure that the external auditor attends the AGM and is available to answer questions from security holders relevant to the audit.**

The engagement partner for the Company's external auditor attends the AGM and is available to answer shareholder questions from shareholders relevant to the audit

#### Principle 5 - Make timely and balanced disclosure

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#### ► Recommendation 5.1

**Have a written policy for complying with continuous disclosure obligations under the Listing Rules; and disclose that policy or a summary of it.**

The Company has adopted a Continuous Disclosure and Shareholder Communications Policy. This policy sets out, amongst other matters, the manner in which the Board will ensure compliance with the ASX Listing Rule disclosure requirements and will communicate with its shareholders and the market. This includes an internal notification and decision making process, roles and responsibilities involved in identifying, approving and releasing disclosable information, the process for timely disclosure, compliance and treatment of market briefings.

The Continuous Disclosure and Shareholder Communications Policy is available on the Company's website at [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance) in the Corporate Governance section of the Investor Centre.

#### Principle 6 - Respect the rights of security holders

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#### ► Recommendation 6.1, 6.2 and 6.3

**Provide information about the Company and its governance to investors via its website (6.1)**

**Design and implement an investor relations program to facilitate effective two-way communication with investors (6.2).**

**Disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders (6.3).**

OneVue provides timely and relevant access to Company information and facilitates effective two-way communication with investors, and shareholders (in accordance with ASX listing rules) in the following way:

- Disclosures to the ASX
- Annual and Half Year reports
- Quarterly Cash flow reports
- Investor presentations
- AGM addresses from the Chair and Managing Director
- Notices of AGM and explanatory information

The Company maintains information in relation to governance documents, Directors and senior executives, Board and Committee Charters, Annual Reports, ASX announcements and contact details on the Company's website at [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance).

#### ► Recommendation 6.4

**A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.**

The Company engages Computershare as its share registry to provide communications with shareholders electronically. Shareholders are encouraged to elect to receive correspondence from the Company

electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders. Shareholders can receive Notices of meetings, annual reports and other correspondence by electronic delivery and also can lodge their proxies electronically.

## Principle 7- Recognise and manage risk

### ► Recommendation 7.1

**The Board should have a Committee/s to oversee risk, which has at least three members, a majority of whom are independent Directors; and is Chaired by an independent Director, and disclose (a) the Charter of the Committee (b) the members of the Committee; and (c) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings.**

The Board has established an Audit, Risk Management and Compliance Committee to assist with risk oversight, risk management and internal control. The current members of the Committee are set out in Recommendation 4.1 above.

Information relating to the qualifications and experience of the Committee members and the number of times the Committee met throughout the reporting period and the attendance of the members are set out in the Directors Report.

The Audit, Risk Management and Compliance Committee Charter sets out the function of the Audit, Risk Management and Compliance Committee and is available on the Company's website [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance) in the Corporate Governance section of the Investor Centre.

The Committee assists the Board by providing independent and objective review, advice and assistance in developing Board policy and monitoring corporate activity within the scope of its remit, making recommendations to the Board for resolution, and assisting the Board understand risks which may:

- impede the Company from achieving its goals and objectives

- impact on the Company's performance
- affect the health, safety or welfare of employees and others in relation to the Company's operations
- threaten compliance with the Company's regulatory and legal obligations
- impact on the Company's reputation, or that of its people
- result in personal liability for Company officers arising from the Company's operations.

### ► Recommendation 7.2

**The Board or a Committee of the Board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.**

The Committee reviews the Company's risk management framework at least once a year to ensure that it is still suitable to the Company's strategy and operations and reflects the external environment and is consistent with the Board's Risk Appetite Statement.

Senior management is responsible for setting the policy and procedures to assist with the measurement and management of the Company's risk profile. The program is designed to ensure risks (strategic, operational, legal, reputational and financial) are identified, assessed, addressed and monitored to enable the Company to achieve its business objectives.

The management of operational risk and the implementation of mitigation measures remains the responsibility of senior management. In essence, senior management:

- reports regularly to the Board on risk management, including operational issues and operational losses;
- monitors operational control weaknesses and breakdowns, including fraud; and
- monitors due diligence enquiries conducted for appointment and ongoing monitoring of outsourced arrangements.

The Board Charter and the Audit, Risk Management and Compliance Committee Charter each make provision for the Managing Director and Chief Financial Officer to provide assurance as to whether material business risks are being managed effectively.



### ► Recommendation 7.3

#### **Disclose whether the Company has an internal audit function, how the function is structured and what role it performs.**

The Company has had an internal audit function in place for the full year. The function is internally led and resourced. While internal audit and external audit work closely together, they are separate functions.

The internal auditor assists the Board and management to coordinate the broader assurance program, and also delivers a comprehensive annual internal audit program to provide additional comfort around significant risks, processes, systems and regulatory requirements where assurance is determined to be a priority for that period.

Internal audit coverage is determined using a structured approach. The Audit Risk Management and Compliance Committee determines the internal audit scope and budget on recommendation from management and the internal auditor.

The Committee and management receive regular reports from internal audit on the control environment, areas for improvement and progress in addressing those areas for improvement.

The Committee has satisfied itself that the role of internal audit and the scope of internal audit work performed are appropriate; and the structure of internal audit is appropriate and the internal audit function is independent from management. To ensure independence of the function the Chair of the Committee meets with the internal auditor without management present. The internal auditor has direct access to the Chair.

### ► Recommendation 7.4

#### **Disclose whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.**

OneVue has since inception grown organically and by acquisition.

OneVue's growth strategy is dependent on:

- Cross selling and upselling to existing clients
- Attracting new clients
- Improving and extending the existing product range
- Intelligently investing in new technology
- Capitalising on new market initiatives

OneVue has not been profitable in its history and made a net loss for the year ended 30 June 2015 of \$220,000.

Details of the key risk factors that the Company is exposed to are set out in the Prospectus issued during the reporting period, a copy of which is available on the Company's website [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance) in the Investor Centre section. In summary the key risks cover:

- Market movement risk
- Increased competition
- Regulations resulting in changes to key markets
- Australian Financial Services Licenses
- Loss of key clients or loss of business by key clients
- Operational risk
- Software, technology and system related risks
- Risks associated with acquisitions
- Key person risk
- Reputational risk
- Potential future funding issues

The Company does not have any material exposure to environmental or social sustainability risks.

### Principle 8- Remunerate fairly and responsibly

#### ► Recommendation 8.1

**Have a Remuneration Committee which (a) has at least three members, a majority of whom are independent Directors; and (b) is Chaired by an independent Director, and disclose: (c) the Charter of the Committee; (d) the members of the Committee; and (e) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings.**

The Board has appointed the Human Resources, Nomination and Remuneration Committee to fulfil the role of a Remuneration Committee. The Committee currently comprises three Non-Executive Directors being Karen Gibson (Chair), Gail Pemberton (Chair of the Board), and Greta Thomas (appointed to the Committee in June 2015). All are considered independent.

The number of times the Committee met during the reporting period and the attendance of the Committee members at those meetings is set out in

the "Information on Directors" section of the Directors Report.

The Committee oversees remuneration policy and monitors remuneration outcomes to promote the interests of shareholders by rewarding, motivating and retaining employees. The Committee advises and makes recommendations to the Board related to HR and Remuneration responsibilities including:

- compensation policies and practices which enable it to attract and retain executives and Directors who will create value for shareholders
- the total compensation of the Managing Director and direct reports to the Managing Director
- the balance between fixed and incentive pay, reflecting short and long-term objectives relevant to the Company's business objectives
- provides total compensation to staff with regard to the performance of the Company, the performance of the executive, the general pay environment
- equity based remuneration
- the remuneration structure for Non-Executive Directors
- workplace health and safety
- workplace diversity
- recruitment, retention and termination strategies;
- management succession, capability and talent development
- When considered necessary, the Committee may obtain external advice from independent consultants in determining the Company's remuneration practices including market-based remuneration benchmarks as required to ensure competitive remuneration levels.

The Committee's Charter is on the Company's website [www.onevue.com.au/web/onevue/corporate-governance](http://www.onevue.com.au/web/onevue/corporate-governance) in the Corporate Governance section of the Investor Centre.

#### ► Recommendation 8.2

**Disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.**

OneVue's policies and practices regarding the remuneration of Non-Executive, Managing Director and other senior executives are set out in the Human

Resources, Nomination and Remuneration Committee Charter.

Non-executive Directors are remunerated by way of cash fees and superannuation contributions. The level of remuneration reflects the anticipated time commitments and responsibilities of the position.

The Managing Directors and other senior executives are remunerated using combinations of fixed and performance based remuneration. Fees and salaries are set at levels reflecting market rates having regard to the individual's performance and responsibilities.

Performance based remuneration in 2015 was linked directly to a specific performance target to exceed the prospectus EBITDA forecast.

Further details in relation to remuneration, including remuneration components awarded to Non-Executive and Executive Directors, and senior executives are contained in the Remuneration Report, within the Directors' report.

#### ► Recommendation 8.3

**Disclose if there is an equity-based remuneration scheme and formalise a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.**

The Company does not currently have an equity based remuneration scheme.

## General information

The financial statements cover OneVue Holdings Limited as a consolidated entity consisting of OneVue Holdings Limited and its subsidiaries. The financial statements are presented in Australian dollars, which is OneVue Holdings Limited's functional and presentation currency.

OneVue Holdings Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is Level 5, 10 Spring Street, Sydney NSW 2000.

A description of the nature of OneVue's operations and its principal activities are included in the Directors' Report, which is not part of the financial statements.



# Financial Statements

## Consolidated statement of profit or loss and other comprehensive income

### For the year ended 30 June 2015

	Note	2015 \$'000	2014 \$'000
<b>Revenue</b>	1	25,402	13,202
<b>Other income</b>	2	429	479
<b>Expenses</b>			
Employee benefits expense		(15,214)	(10,977)
Administration expenses		(4,126)	(2,876)
Investment management expense		(3,777)	(1,982)
Depreciation and amortisation expense		(2,179)	(1,344)
Occupancy costs		(1,488)	(1,213)
Interest expense		(111)	(73)
Net fair value expense on loans		-	(242)
Other expenses		(985)	(1,030)
<b>Total expenses</b>	3	(27,880)	(19,737)
<b>Loss before income tax</b>		<b>(2,049)</b>	<b>(6,056)</b>
Income tax benefit	5	815	-
Research and development tax incentive	5	1,014	819
<b>Loss after income tax</b>		<b>(220)</b>	<b>(5,237)</b>
Other comprehensive income net of tax		-	-
<b>Total comprehensive loss for the year attributable to the owners of OneVue Holdings Limited</b>		<b>(220)</b>	<b>(5,237)</b>

		Cents	Cents
Basic loss per share	38	(0.13)	(5.29)
Diluted loss per share	38	(0.13)	(5.29)

The accompanying notes form part of these financial statements.



## Consolidated Statement of Financial Position

As at 30 June 2015

	Note	2015 \$'000	2014 \$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	6	6,843	1,749
Deposits	7	2,430	561
Trade and other receivables	8	4,166	1,867
Financial assets	9	306	252
Other assets	10	403	421
<b>Total current assets</b>		<b>14,148</b>	<b>4,850</b>
<b>Non-current assets</b>			
Trade and other receivables	11	1,366	1,258
Property, plant and equipment	12	811	1,073
Intangible assets	13	15,124	6,376
Investment in associate (equity method accounting)	14	19	19
<b>Total non-current assets</b>		<b>17,320</b>	<b>8,726</b>
<b>Total assets</b>		<b>31,468</b>	<b>13,576</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	15	4,937	2,520
Financial liabilities	16	706	706
Other financial liabilities	17	200	1,560
Employee benefits	18	1,324	981
<b>Total current liabilities</b>		<b>7,167</b>	<b>5,767</b>
<b>Non-current liabilities</b>			
Financial liabilities		-	638
Employee benefits	18	301	386
Other payables	19	547	758
<b>Total non-current liabilities</b>		<b>848</b>	<b>1,782</b>
<b>Total liabilities</b>		<b>8,015</b>	<b>7,549</b>
<b>Net assets</b>		<b>23,453</b>	<b>6,027</b>
<b>EQUITY</b>			
Contributed equity	20	45,139	27,510
Reserves	21	586	585
Accumulated losses	22	(22,272)	(22,068)
<b>Total equity</b>		<b>23,453</b>	<b>6,027</b>

The accompanying notes form part of these financial statements.

## Consolidated statement of changes in equity

### For the year ended 30 June 2015

Year ended 30 June 2015	Issued capital \$'000	Reserves \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2014	27,510	585	(22,068)	6,027
Loss after income tax for the year	-	-	(220)	(220)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(22,288)	(22,288)
Option expense	-	17	-	17
<i>Transactions with owners in their capacity as owners:</i>				
Other share based payments	294	(16)	16	294
Contribution of equity, net of transactions costs	17,335	-	-	17,335
Balance at 30 June 2015	45,139	586	(22,272)	23,453

Year ended 30 June 2014	Issued capital \$'000	Reserves \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2013	19,825	492	(17,323)	2,994
Loss after income tax for the year	-	-	(5,237)	(5,237)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(5,237)	(5,237)
Transfer of reserve to accumulated losses	-	(492)	492	-
Option expense	-	420	-	420
Reserves relating to the convertible note issued on acquisition of business	-	165	-	165
<i>Transactions with owners in their capacity as owners:</i>				
Contribution of equity, net of transactions costs	7,685	-	-	7,685
Balance at 30 June 2014	27,510	585	(22,068)	6,027

The accompanying notes form part of these financial statements.

## Notes to the financial statements

### Statement of cash flows

For the year ended 30 June 2015

	Note	2015 \$'000	2014 \$'000
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of GST)		24,859	13,912
Payments to suppliers and employees (inclusive of GST)		(25,747)	(16,967)
Interest received		567	164
Income taxes paid		(202)	-
Research and development tax incentive received		-	819
<b>Net cash used in operating activities</b>	37	(523)	(2,072)
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment		(32)	(258)
Payments for intangible assets		(1,930)	(1,383)
Redemptions of equity investments		-	120
Loans to other parties		(1,000)	(500)
Payment for acquisitions		(2,977)	(1,799)
Payment for other investments		-	(4)
<b>Net cash used in investing activities</b>		(5,939)	(3,824)
<b>Cash flows from financing activities</b>			
Proceeds from share issue	20	14,297	7,787
Share issue costs		(872)	(102)
<b>Net cash generated from financing activities</b>		13,425	7,685
<b>Net increase in cash and cash equivalents</b>		<b>6,963</b>	<b>1,789</b>
Cash and cash equivalents at the beginning of the year		2,310	521
<b>Cash and cash equivalents at the end of year</b>	6, 7	<b>9,273</b>	<b>2,310</b>

The accompanying notes form part of these financial statements.

## Notes to the financial statements

### Note 1. Revenue

OneVue Holdings Limited and its controlled entities (referred to as 'OneVue') derives the following types of revenue:

	Consolidated	
	2015 \$'000	2014 \$'000
<b>Rendering of services</b>		
Sales of services	24,667	12,846
	24,667	12,846
<b>Other revenue</b>		
Interest	582	202
Fair value adjustment on financial assets (Note 9)	57	132
Dividend revenue	55	17
Rental revenue	41	5
	735	356
Total revenue from continuing operations	25,402	13,202

### Note 2. Other income

This note provides a breakdown of the items included in 'other income'.

	Consolidated	
	2015 \$'000	2014 \$'000
Fair value adjustment of contingent consideration on acquisition (Note 33)	300	-
Fair value adjustment on loan	108	-
Gain on acquisition	-	470
Sundry income	21	9
Other income	429	479



## Notes to the financial statements

### Note 3. Expenses

	Consolidated	
	2015 \$'000	2014 \$'000
<b>Depreciation</b>		
Office equipment and furniture	168	107
Fit out costs	162	108
Total depreciation	330	215
<b>Amortisation</b>		
Computer software	176	46
Project development	770	514
Customer relationships	903	569
Total amortisation	1,849	1,129
Total depreciation and amortisation	2,179	1,344
<b>Rental expense</b>		
Minimum lease repayments made in period	1,488	1,213
<b>Superannuation expense</b>		
Superannuation expense	1,085	729
<b>IT costs</b>		
IT costs	1,314	1,232

## Notes to the financial statements

### Note 4. Description of segments

Operating segments are identified and segment information disclosed on the basis of internal reports that are regularly provided to, or reviewed by, OneVue's chief operating decision makers which, for OneVue, is the Board of Directors. In this regard, such information is provided using different measures to those used in preparing the statement of profit and loss and other comprehensive income and statement of financial position.

#### Identification of reportable operating segments

OneVue is organised into two operating segments: Fund Services and Platform Services. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The Board also uses EBITDA (earnings before interest, tax, depreciation and amortisation) as a principal profit measure. The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on at least a monthly basis.

#### Types of services

The principal services of each of these operating segments are as follows:

Fund Services	Outsourced unit registry services and installed software to a range of investment managers, custodians, trustees and RE Services.
Platform Services	Provides an investment platform for investment administration, tax and reporting services for both superannuation and other investments. Within Platform Services, OneVue also offers a retail superannuation fund, specialist SMSF compliance and administration services and investment management.

#### Intersegment transactions

Intersegment transactions were made at market rates.

#### Intersegment receivables, payables and loans

Intersegment loans are initially recognised at the consideration received. Intersegment loans are eliminated on consolidation.

#### Major customers

During the year ended 30 June 2015, OneVue's two largest clients accounted for approximately 11% or \$2.9 million and 10% or \$2.6 million of OneVue's external revenue respectively. Both clients are Financial Services companies and are serviced by the Platform Services segment.

## Notes to the financial statements

### Note 4. Description of segments (continued)

#### Segment Income

Year ended 30 June 2015	Fund Services \$'000	Platform Services \$'000	Corporate Costs \$'000	Total \$'000
Segment revenue				
Total revenue	7,502	17,878	22	25,402
Underlying EBITDA	(19)	4,217	(3,494)	704
Depreciation and amortisation expense				(2,179)
Net finance income				49
Underlying loss before income tax				(1,426)
Non-recurring items*				(623)
Loss before income tax				(2,049)

Year ended 30 June 2014	Fund Services \$'000	Platform Services \$'000	Corporate Costs \$'000	Total \$'000
Segment revenue				
Total revenue	5,828	7,347	27	13,202
Underlying EBITDA	(148)	87	(2,021)	(2,082)
Depreciation and amortisation expense				(1,344)
Net finance cost				(73)
Underlying loss before income tax				(3,499)
Non-recurring items*				(2,557)
Loss before income tax				(6,056)

#### Non-recurring items included in total expenses/(other income)\*

Year ended 30 June	2015 \$'000	2014 \$'000
Fair value adjustment of contingent consideration on acquisition (Note 33)	(300)	-
Fair value adjustment on loan	-	242
Gain on acquisition (Other income)	-	(470)
Acquisition and related restructure costs	770	1,719
Exercising of staff options	-	424
IPO Costs	153	642
Total non-recurring items	623	2,557

## Notes to the financial statements

### Note 4. Description of segments (continued)

#### Segment assets and liabilities

As at 30 June 2015	Fund Services \$'000	Platform Services \$'000	Total \$'000
Segment assets	15,211	14,775	29,986
Corporate			1,482
Total OneVue assets			31,468
Segment liabilities	3,192	3,971	7,163
Corporate			852
Total OneVue liabilities			8,015

As at 30 June 2014	Fund Services \$'000	Platform Services \$'000	Total \$'000
Segment assets	5,563	7,713	13,276
Corporate			300
Total OneVue assets			13,576
Segment liabilities	3,000	3,986	6,986
Corporate			563
Total OneVue liabilities			7,549

#### Geographical information

The entity is based entirely in Australia.



## Notes to the financial statements

### Note 5. Income tax

	Consolidated	
	2015 \$'000	2014 \$'000
<b>Income tax benefit</b>		
Research and development tax incentive	1,014	819
Income tax benefit	815	-
Aggregate income tax benefit	1,829	819
<b>Numerical reconciliation of income tax benefit and tax at the statutory rate</b>		
Loss before income tax benefit	(2,049)	(6,056)
Tax at the statutory tax rate of 30%	(615)	(1,817)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Amortisation expense – Project costs	231	154
Amortisation expense – Customer relationships	271	171
Non-deductible legal fees	66	148
Other non-deductible expenses	-	-
Share based payments	7	142
Gain on acquisition	(89)	(138)
Non assessable income	(12)	(39)
Tax losses carried forward not recognised	141	1,379
Research and development tax incentive	(1,014)	(819)
Previously unrecognised tax losses used to offset deferred tax liability	(815)	-
Income tax benefit	(1,829)	(819)

OneVue has a franking account balance of \$1.22 million (2014: \$0.73 million).

Total of timing differences not brought to account in the current year is \$3.33 million (2014: \$2.06 million).

The amount of unrecognised losses as at year end were \$11.00 million (2014: \$12.72 million).

#### Deferred tax assets and liabilities offset in the statement of financial position

A deferred tax liability of \$0.82 million has been recognised in accounting for the acquisitions of Select Asset Management Limited and Select Investment Partners Limited (refer note 33). This reflects differences between the accounting and tax cost bases of customer relationship assets acquired. A deferred tax asset equal to this amount was recognised, utilising previously unrecognised tax losses to the extent of the deferred tax liability recognised. These transactions result in an income tax benefit of \$0.82 million.

## Notes to the financial statements

### Note 5. Income tax (continued)

#### Research and development tax incentive

OneVue capitalises certain development expenses which can also give rise to a research and development tax incentive. OneVue accounts for the Research and Development Tax Incentive as a tax credit, which means that the Incentive reduces income tax payable and current tax expense. While it is outside of the scope of AASB 112 & AASB 120, OneVue believes that is closer in nature to a reduction in taxes payable as it is a tax offset received from the Australian Taxation Office rather than a government grant and therefore applies principles closer to AASB112.

OneVue accounts for the Tax Offset when it is clear that the eligibility criteria are met and the amount that can be claimed is reliably measured. As such, OneVue accounts for the rebate once the annual tax return is lodged and notice of assessment is received.

This treatment is consistent with all previous financial reports and any information presented to accompany OneVue's listing on the Australian Stock Exchange and the Initial Public Offer.

The refundable Research and Development Tax Incentive is available while OneVue has aggregate turnover below \$20 million. In light of the result for the current period it is anticipated that no cash refunds will be received in future periods.

### Note 6. Current assets - cash and cash equivalents

	Consolidated	
	2015 \$'000	2014 \$'000
Cash at bank and in hand	6,843	1,749
<b>Reconciliation to cash and cash equivalents at the end of the financial year</b>		
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:		
Balances as above	6,843	1,749
Term deposits (note 7)	2,430	561
Balance as per statement of cash flows	9,273	2,310

### Note 7. Current assets - deposits

	Consolidated	
	2015 \$'000	2014 \$'000
Term deposits	2,430	561

## Notes to the financial statements

### Note 8. Current assets - trade and other receivables

	Consolidated	
	2015 \$'000	2014 \$'000
Trade receivables	3,702	976
Less: Provision for impairment of receivables	(10)	-
	3,692	976
Accrued income	330	856
Other receivables	144	35
	4,166	1,867

#### Past due but not impaired

Customers with balances past due but without provision for impairment of receivables amount to \$0.5 million as at 30 June 2015 (\$0.6 million as at 30 June 2014).

OneVue did not consider a credit risk existed on the aggregate balances after reviewing credit terms of customers based on recent collection practices.

The ageing of the past due but not impaired receivables is as follows:

	Consolidated	
	2015 \$'000	2014 \$'000
0 to 3 months overdue	363	520
3 to 6 months overdue	170	67
Over 6 months overdue	-	-
	533	587

### Note 9. Current assets - financial assets at fair value through profit or loss

	Consolidated	
	2015 \$'000	2014 \$'000
Listed ordinary shares - held for trading	306	252
<b>Reconciliation</b>		
Reconciliation of the fair values at the beginning and end of the current financial year are set out below:		
Opening fair value	252	234
Additions	3	6
Revaluation increments	57	132
Redemption	(6)	(120)
Closing fair value	306	252

Refer to note 24 for further information on fair value measurement.

## Notes to the financial statements

### Note 10. Current assets - other

	Consolidated	
	2015 \$'000	2014 \$'000
Prepayments	403	421

### Note 11. Non-current assets – trade and other receivables

	Consolidated	
	2015 \$'000	2014 \$'000
Interest free loan	1,366	1,258
<b>Reconciliation</b>		
Reconciliation of the fair values at the beginning and end of the current financial year are set out below:		
Opening fair value	1,258	-
Additions	-	1,249
Revaluation increments	108	9
Closing fair value	1,366	1,258

This loan is secured by second ranking charge over Super Managers Australia Pty Ltd (SMA Group). The repayment date is the earlier of the call and put option expiry date with SMA; and the Right Of First Refusal expiry date. This is expected to be 2 years and 4 months from when the first tranche was issued in May 2014.

Refer to note 24 for further information on fair value measurement.

### Note 12. Non-current assets - property, plant and equipment

	Consolidated	
	2015 \$'000	2014 \$'000
Office equipment and furniture - at cost	1,178	1,133
Less: Accumulated depreciation	(947)	(802)
Total Office equipment and furniture	231	331
Fit out costs - at cost	850	850
Less: Accumulated depreciation	(270)	(108)
Total Fit out costs	580	742
Total Property, plant and equipment	811	1,073



## Notes to the financial statements

### Note 12. Non-current assets - property, plant and equipment (continued)

#### Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Office equipment and furniture	Fit out costs	Total
Consolidated	\$'000	\$'000	\$'000
Balance at 1 July 2013	49	-	49
Additions	258	850	1,108
Additions from acquisitions	131	-	131
Depreciation expense	(107)	(108)	(215)
Balance at 30 June 2014	331	742	1,073
Additions	33	-	33
Additions from acquisitions	35	-	35
Depreciation expense	(168)	(162)	(330)
Balance at 30 June 2015	231	580	811

### Note 13. Non-current assets - intangibles

	Consolidated	
	2015 \$'000	2014 \$'000
Goodwill	5,467	-
Less: Impairment	-	-
	5,467	-
Project development - at cost	5,761	3,937
Less: Accumulated amortisation	(1,509)	(740)
	4,252	3,197
Pre-contract costs - at cost	46	-
Less: Accumulated amortisation	-	-
	46	-
Customer relationships - at cost	6,377	3,721
Less: Accumulated amortisation	(1,908)	(1,004)
	4,469	2,717
Computer software - at cost	3,708	3,104
Less: Accumulated amortisation	(2,818)	(2,643)
	890	462
Total intangible assets	15,124	6,376

## Notes to the financial statements

### Note 13. Non-current assets – intangibles (continued)

#### Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Goodwill	Project Development	Pre-contract spending	Customer relationships	Computer Software	Total
Consolidated	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2013	-	2,349	-	187	107	2,643
Additions through ongoing projects	-	1,362	-	-	23	1,385
Additions through business combinations	-	-	-	3,099	378	3,477
Amortisation expense	-	(514)	-	(569)	(46)	(1,129)
Balance at 30 June 2014	-	3,197	-	2,717	462	6,376
Acquisition accounting reclassification						
-MAP Funds Management Ltd	-	-	-	206	(15)	191
-SMA Tax	283	-	-	(283)	-	-
Additions through ongoing projects	-	1,825	46	-	59	1,930
Additions through business combinations (note 34)	-	-	-	-	-	-
-Select Asset Management Ltd	2,330	-	-	949	-	3,279
-Select Investment Partners Ltd	2,854	-	-	1,783	560	5,197
Impairment of assets	-	-	-	-	-	-
Amortisation expense	-	(770)	-	(903)	(176)	(1,849)
Balance at 30 June 2015	5,467	4,252	46	4,469	890	15,124

Goodwill acquired through business combinations have been allocated to the following cash-generating units:

	Consolidated	
	2015 \$'000	2014 \$'000
Platform Services	3,137	-
Fund Services	2,330	-
	5,467	-

## Notes to the financial statements

### Note 13. Non-current assets – intangibles (continued)

The recoverable amount of OneVue's goodwill has been determined by a value-in-use calculation using a discounted cash flow model, based on revenue projections over a five year period, together with a terminal value.

Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive.

The following key assumptions were used in the discounted cash flow model for the Fund Services division and Platform Services division:

#### Growth rates

Growth rates reflect management's plans for the Fund Services and Platform Services divisions. Given OneVue's stage of development, growth rates are significant in the next two to three years then reducing to a level consistent with terminal growth rates of 2.9% and 2.8% respectively.

#### Discount rates

The discount rate of 17.1% pre-tax reflects management's estimate of the time value of money and OneVue's weighted average cost of capital adjusted for both the Fund Services and Platform Services divisions, the risk free rate and the volatility of the share price relative to market movements.

There were no other key assumptions.

Based on the above, there is no impairment charge for the Fund Services and Platform Services divisions.

Management believes that other reasonable changes in the key assumptions on which the recoverable amount of Fund Services division's and Platform Services division's goodwill is based would not cause the cash-generating unit's carrying amount to exceed its recoverable amount.

### Note 14. Non-current assets - investments accounted for using the equity method

	Consolidated	
	2015 \$'000	2014 \$'000
Investment in associate	19	19

Refer to note 34 for further information on investments in associates.

### Note 15. Current liabilities - trade and other payables

	Consolidated	
	2015 \$'000	2014 \$'000
Trade payables	784	463
Lease incentive liability (note 21)	212	212
Unearned income	90	-
Provision for onerous lease	175	-
Accrued expenses and other payables	3,676	1,845
	4,937	2,520

Refer to note 23 for further information on financial instruments.

## Notes to the financial statements

### Note 16. Current liabilities – financial liabilities

	Consolidated	
	2015 \$'000	2014 \$'000
Convertible note	706	706

On 2 September 2013 as part of the CFS acquisition, OneVue issued 1,440 convertible notes, with an issue price of \$1,000 each, for total proceeds of \$1.44 million. The convertible note does not bear interest. The notes are redeemable at the discretion of the noteholder.

The convertible notes are a compound financial instrument with a liability and equity component. The liability was calculated at the fair value of the anticipated cash flows and deducted from the undiscounted value to give a residual equity component. Using a discount rate of 8.5% p.a, the fair value of the liability at issue was \$1.28 million. As at 30 June 2015, the value of the liability is \$0.71 million given repayment of the first instalment on 2 September 2014.

Subsequent to year end the noteholder requested that the convertible notes in the second tranche be settled in cash with \$0.72 million paid to the noteholder on 2 September 2015.

Refer to notes 23 and 24 for further information on financial instruments and fair value measurement respectively.

### Note 17. Current liabilities – other financial liabilities

	Consolidated	
	2015 \$'000	2014 \$'000
Loan payable	-	1,000
Transaction settlement outstanding	200	560
	200	1,560

In addition to the ordinary shares issued as consideration at the date of acquisition of Select Investment Partners Limited, further consideration remained payable under the sale and purchase agreement.

Refer to note 33 for further information on business combinations.

### Note 18. Employee benefits

	Consolidated	
	2015 \$'000	2014 \$'000
Current	1,324	981
Non-current	301	386
	1,625	1,367

#### Amounts not expected to be settled within the next 12 months

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount of the annual leave provision is presented as current, since OneVue does not have an unconditional right to defer settlement. However, based on past experience, OneVue does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

## Notes to the financial statements

### Note 18. Employee benefits (continued)

#### Amounts not expected to be settled within the next 12 months (continued)

The following amounts reflect leave that is not expected to be taken within the next 12 months:

	Consolidated	
	2015 \$'000	2014 \$'000
Employee benefits obligation expected to be settled after 12 months	589	360

### Note 19. Non-current liabilities – other payables

	Consolidated	
	2015 \$'000	2014 \$'000
Lease incentive liability	547	758

#### Lease incentive liability

The liability represents the present value of the estimated benefit received as part of leasing the Sydney office. This benefit includes an initial rent free period and the contribution towards the fit out costs received from the lessor.

### Note 20. Equity - issued capital

	Consolidated			
	2015 Shares	2014 Shares	2015 \$'000	2014 \$'000
Ordinary shares - fully paid	166,242,253	113,923,929	45,139	27,510



# Notes to the financial statements

## Note 20. Equity - issued capital (continued)

### Movements in ordinary share capital

Details	Date	No of shares ('000)	Issue price	\$'000
Balance	1 July 2013	76,414		19,825
Issue of shares	31 August 2013	4,504	\$0.26	1,167
Issue of shares	18 November 2013	21,183	\$0.26	5,551
Issue of shares	30 November 2013	3,964	\$0.26	1,039
Issue of shares employee share scheme	20 December 2013	200	\$0.26	52
Issue of shares	31 December 2013	893	\$0.26	234
Share issue transaction costs, net of tax				(358)
Issue of shares on the exercise of options	21 May 2014	6,766		-
Balance	30 June 2014	113,924		27,510
Issue of shares – IPO	25 July 2014	40,006	\$0.35	14,002
IPO transaction costs	25 July 2014			(974)
Business acquisition	31 August 2014	12,286	\$0.35	4,300
Issue of shares employee share scheme	14 November 2014	26	\$0.26	7
Repayment of loans by shareholders	1 June to 30 June 2015			294
Balance	30 June 2015	166,242		45,139

### Ordinary shares

Ordinary shares entitle holders to receive dividends payable to ordinary shareholders and the right to vote on matters of corporate policy and the composition of the members of the board of Directors. The fully paid ordinary shares have no par value and OneVue does not have a limited amount of share capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

### Share buy-back

There is no current on-market share buy-back.

### Capital management

OneVue's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, OneVue may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

OneVue would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment.

## Notes to the financial statements

### Note 20. Equity - issued capital (continued)

#### Employee share scheme

Information relating to the employee share scheme, including details of shares issued under the scheme is set out in note 39.

#### Options

Information relating to the OneVue Employee Option Plan is set out in note 39.

#### Repayment of loans by shareholders secured by shares

In May 2014 options held by management were exercised and per the terms of the exercising of the options OneVue provided an interest free limited recourse loan for former employees for 1 year and current employees for 3 years which is repayable upon selling the shares. The loan is based on the exercise price of the initial options at 25 cents per unit. During the current financial year OneVue received \$0.29 million relating to the repayment of these limited recourse loans.

### Note 21. Equity - reserves

	Consolidated	
	2015 \$'000	2014 \$'000
Share based payments reserve	421	420
Reserves relating to convertible note on acquisition of business	165	165
	586	585

#### Share based payments reserve

The share based payments reserve records the fair value of options issued.

#### Reserves relating to convertible note on acquisition of business

The loan note reserve records the fair value of the loan notes issued.

#### Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

	Share based Payment reserve	Gain on acquisition	Reserve relating to Convertible note on acquisition	Total
Consolidated	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2013	-	492	-	492
Loan notes issued	-	-	165	165
Options issued	420	-	-	420
Transfer of reserves	-	(492)	-	(492)
Balance at 30 June 2014	420	-	165	585
Share based payment expense	17	-	-	17
Repayment of limited recourse loans	(16)	-	-	(16)
Balance at 30 June 2015	421	-	165	586

## Notes to the financial statements

### Note 22. Equity – accumulated losses

	Consolidated	
	2015 \$'000	2014 \$'000
Accumulated losses at the beginning of the financial year	(22,068)	(17,323)
Loss after income tax for the year	(220)	(5,237)
Transfer from reserves	16	492
Accumulated losses at the end of the financial year	(22,272)	(22,068)

### Franking credits

	Consolidated	
	2015 \$'000	2014 \$'000
Franking credits available for subsequent financial years based on a tax rate of 30%	1,222	731

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date

### Note 23. Financial instruments

#### Financial risk management objectives

OneVue's activities expose it to a variety of financial risks: market risk (including currency risk, price risk and interest rate risk), credit risk and liquidity risk. OneVue's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of OneVue. OneVue uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of OneVue and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within OneVue's operating units. Finance reports to the Board on a monthly basis.

OneVue's Audit, Risk Management and Compliance Committee oversees how management monitors compliance with OneVue's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by OneVue.

# Notes to the financial statements

## Note 23. Financial instruments (continued)

### Market risk

#### Foreign currency risk

OneVue is not exposed to any significant foreign currency risk.

#### Price risk

OneVue is exposed to equity securities price risk. This arises from investments held by OneVue and classified on the statement of financial position at fair value through profit or loss. OneVue is not exposed to commodity price risk.

#### Interest rate risk

OneVue is not materially exposed to movements in short-term variable interest rates on cash and cash equivalents and deposits. All other financial assets and liabilities are not exposed to variable interest rates. The Directors believe a 50 basis point movement is a reasonable sensitivity given current market conditions. A 50 basis point increase or decrease in interest rates would impact the OneVue's income statement as set out below:

	Consolidated	
	2015 \$'000	2014 \$'000
Cash and cash equivalents	6,843	1,749
Deposits	2,430	561
	9,273	2,310
50 basis points increase in interest rate	46	12
50 basis points decrease in interest rate	(46)	(12)
<b>Net impact on loss after tax</b>		
Loss after income tax:	(220)	(5,237)
50 basis point increase	(174)	(5,225)
50 basis point decrease	(266)	(5,249)

### Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to OneVue. OneVue obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. OneVue does not hold any collateral.

### Liquidity risk

Vigilant liquidity risk management requires OneVue to maintain sufficient liquid assets (mainly cash and cash equivalents) to be able to pay debts as and when they become due and payable.

OneVue manages liquidity risk by maintaining adequate cash reserves by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

### Financing arrangements

OneVue has no borrowing facilities.

## Notes to the financial statements

### Note 23. Financial instruments (continued)

#### Remaining contractual maturities

The following tables detail OneVue's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
Consolidated - 2015	%	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade and other payables		4,635	-	-	-	4,635
Other financial liabilities		200	-	-	-	200
Total non-derivatives		4,835	-	-	-	4,835
<b>Derivatives</b>						
Convertible note	8.5%	720	-	-	-	720
Total derivatives		720	-	-	-	720

	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
Consolidated - 2014	%	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade and other payables		2,096	-	-	-	2,096
Other financial liabilities		1,560	-	-	-	1,560
Total non-derivatives		3,656	-	-	-	3,656
<b>Derivatives</b>						
Convertible note	8.5%	720	720	-	-	1,440
Total derivatives		720	720	-	-	1,440

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

#### Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.



# Notes to the financial statements

## Note 24. Fair value measurement

### Fair value hierarchy

The following tables detail OneVue's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

	Level 1	Level 2	Level 3	Total
Consolidated - 2015	\$'000	\$'000	\$'000	\$'000
<b>Assets</b>				
Interest free loan	-	1,366	-	1,366
Investment	306	-	-	306
Total assets	306	1,366	-	1,672
<b>Liabilities</b>				
Convertible notes	-	706	-	706
Total liabilities	-	706	-	706

Consolidated - 2014	\$'000	\$'000	\$'000	\$'000
<b>Assets</b>				
Interest free loan	-	1,258	-	1,258
Investment	252	-	-	252
Total assets	252	1,258	-	1,510
<b>Liabilities</b>				
Convertible notes	-	1,344	-	1,344
Total liabilities	-	1,344	-	1,344

Assets and liabilities held for sale are measured at fair value on a recurring basis.

There were no transfers between levels during the financial year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

### Valuation techniques for fair value measurements categorised within level 2

Unquoted investments have been valued using a discounted cash flow model.

## Notes to the financial statements

### Note 25. Key management personnel disclosures

#### Compensation

The aggregate compensation made to Directors and other members of key management personnel of OneVue is set out below:

	Consolidated	
	2015 \$'000	2014 \$'000
Short-term employee benefits	1,443	727
Post-employment benefits	118	69
Long-term benefits	21	65
Share-based payments	-	217
	1,582	1,078

### Note 26. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by BDO East Coast Partnership, the auditors of OneVue, and unrelated firms:

	Consolidated	
	2015	2014
<b>Audit services – BDO East Coast Partnership</b>		
Audit or review of the financial statements	201,500	136,500
Audit or review of the financial statements of entities managed by OneVue	91,200	90,210
Other regulatory audit services	39,250	38,400
Other assurance services	63,800	59,750
	395,750	324,860
<b>Other services - BDO East Coast Partnership</b>		
IPO services	75,232	161,945
Taxation and R&D services	98,219	112,566
	173,451	274,511
	569,201	599,371
<b>Audit services – Ernst and Young</b>		
Audit or review of the financial statements	58,000	-
Audit or review of the financial statements on behalf of entities	152,885	-
Other assurance services	36,770	-
	247,655	-
<b>Other services – Ernst and Young</b>		
Taxation and other non-assurance services	75,500	-
	75,500	-
	323,155	-

## Notes to the financial statements

### Note 27. Contingent assets

OneVue has no contingent assets as at 30 June 2015 (2014: \$Nil).

### Note 28. Contingent liabilities

OneVue has contingent liabilities in relation to guarantees given by related entities for rental bonds:

	Consolidated	
	2015 \$'000	2014 \$'000
Guarantees for rental bonds	310	126

### Note 29. Litigation

OneVue Holdings Limited has been involved from time to time in various claims and lawsuits incidental to the ordinary course of business. Based on legal advice obtained, other than the amounts already provided for in the accounts, the Directors do not expect any material liabilities to eventuate.

### Note 30. Commitments

Operating lease commitments comprise the Sydney, Melbourne and Brisbane office non-cancellable operating leases, expiring within 5 years with an option to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

	Consolidated	
	2015 \$'000	2014 \$'000
<b>Lease commitments - operating</b>		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	935	1,115
One to five years	1,784	2,407
More than five years	-	-
	2,719	3,522

### Note 31. Related party transactions

#### Parent entity

OneVue Holdings Limited is the parent entity.

#### Subsidiaries

Interests in subsidiaries are set out in note 34.

#### Associates

Interests in associates are set out in note 35.

#### Key management personnel

Disclosures relating to key management personnel are set out in note 25 and the remuneration report in the Directors' report.

#### Transactions with related parties

There were no material transactions with related parties except for the guarantees disclosed below.

#### Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

## Notes to the financial statements

### Note 31. Related party transactions (continued)

#### Guarantees provided by related parties

OneVue is the beneficiary of four bank guarantees over assets held by a former Director who resigned on 13 May 2014, Nigel Stokes, existing substantial shareholder Abtourk (SYD No. 368) Pty Ltd and Michael John Cole (who controls Abtourk (SYD No. 368) Pty Ltd) in his personal capacity, whereby security over personal assets is provided as cover for guarantees to the value of \$3.05 million offered by IMB Building Society to cover regulatory capital requirements. No financial benefit was provided by OneVue for the guarantees. Michael Cole is the husband of Connie Mckeage.

A letter of financial support was provided by OneVue's subsidiary MAP FM to MAP FP in April 2011 and is still in effect. This letter sets out a commercial arrangement between MAP FM and MAP FP to ensure it is able to meet its AFSL conditions. Under this arrangement MAP FM will not charge MAP FP if the charge would result in MAP FP breaching its licence conditions.

### Note 32. Parent entity information

Set out below is the supplementary information about the parent entity.

#### Statement of profit or loss and other comprehensive income

	Parent	
	2015 \$'000	2014 \$'000
Profit after income tax	83	116
Total comprehensive income	83	116

#### Statement of financial position

	Parent	
	2015 \$'000	2014 \$'000
Total current assets	9,168	1,494
Total assets	47,322	31,773
Total current liabilities	903	181
Total liabilities	903	3,084
Equity		
Issued capital	45,139	27,510
Options reserve	437	420
Convertible notes	165	165
Gain on acquisition reserve		-
Retained profits	678	594
Total equity	46,419	28,689

# Notes to the financial statements

## Note 32. Parent entity information (continued)

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### **Guarantees entered into by the parent entity in relation to the debts of its subsidiaries**

OVH has agreed to reimburse MAP for the difference between MAP's expenses and the administration fees recovered by MAP due to the revised fee structure post acquisition.

### **Contingent liabilities**

The parent entity had no contingent liabilities as at 30 June 2015 and 30 June 2014.

### **Capital commitments - Property, plant and equipment**

The parent entity had no capital commitments for property, plant and equipment at as 30 June 2015 and 30 June 2014.

### **Significant accounting policies**

The accounting policies of the parent entity are consistent with those of OneVue, as disclosed in note 40, except for the following:

- The parent entity's investments in subsidiaries are accounted for at cost, less any impairment.
- The parent entity's investments in associates are accounted for at cost, less any impairment.

## Note 33. Business combinations

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### **Select Asset Management Limited now OneVue RE Services Limited and Select Investment Partners Limited**

On 28 August 2014, OneVue Holdings Limited (OneVue) acquired 100% of the shares of Select Asset Management Limited now OneVue RE Services Limited (SAML), trading as Select Fund Services, and Select Investment Partners Limited (SIPL);

- SAML is a specialist provider of responsible entity (RE) services and is one of Australia's leading REs for multi-asset trusts;
- SIPL is a specialist multi-asset investment manager and implemented portfolio consultant.

The combined Select business has been integrated within both business segments, deepening OneVue's superannuation trustee business and MAP Funds Management and also enhancing the Fund Services offering by creating a broader suite of unit registry, responsible entity (RE) services and mFund distribution. OneVue now has the ability to offer a packaged solution to product manufacturers of investment products with RE Services complementing existing Fund Services and the automated interfaces to and from major custodians.

Goodwill arising in the acquisition of SAML relates to a synergy from substantially reducing working capital held within the Platform Services segment by eliminating the duplication of an AFSL.

Goodwill relating to SIPL represents synergies obtained with the existing OneVue business. Existing multi manager portfolio management will be transferred into the acquired SIPL operations. Existing OneVue client relationships will be utilised where an appetite for portfolio management services like those supplied by SIPL exists. OneVue platforms can be sold across existing SIPL client relationships.

The acquired businesses contributed revenues of \$7.52 million and net profit of \$2.23 million. If the acquisitions had occurred on 1 July 2014 then contributed revenues and profit would have been \$8.70 million and \$2.13 million respectively.

Consideration for SAML comprised net \$2.07 million in cash. SAML held a cash and cash equivalents balance of \$5.29 million mainly relating to regulatory capital. OneVue paid SAML shareholders \$5.12 million at completion on 28 August 2014, and paid a further \$2.24 million to the SAML vendor shareholders on 28 February 2015.



## Notes to the financial statements

### Note 33. Business combinations (continued)

The consideration for SIPL comprised:

- Base consideration paid on completion of \$4.30 million in fully paid ordinary shares in OneVue Holdings Limited (OneVue) at an agreed price of \$0.35 each, being a total of 12.286 million OneVue shares (and representing approximately 7.4% of OneVue's expanded issued capital at the time); plus
- Contingent consideration to be calculated as 50% of actual Select Brand Book Revenue for FY2015 minus \$0.5 million, payable in respect of the two 6 monthly periods of FY2015 in fully paid ordinary shares in OneVue at an agreed price of \$0.35 each.

The contingent consideration was recognised at the date of acquisition as \$0.50 million, based on forecast Select Brand Book Revenue for FY2015. Based on actual Select Brand Book Revenue, the contingent consideration has reduced to \$0.20 million as at 30 June 2015, with \$0.30 million recognised as fair value adjustment through profit and loss.

Refer to note 36 for further information on the shares issued after the reporting period.

The fair values of the acquisition are:

	SAML	SIPL
	\$'000	\$'000
Cash and cash equivalents	5,285	606
Trade receivables	372	233
Other receivables	190	345
Other assets	2	5
Fixed assets	35	-
Intangible assets – client contracts	949	1,783
Intangible assets – software	-	560
Trade creditors	(919)	(273)
Other creditors and accruals	(493)	(28)
Provisions	(134)	-
Interest bearing liabilities	(11)	-
Deferred tax liability	(285)	(535)
Tax asset/(liability)	34	(213)
Employee entitlements	-	(537)
Net assets acquired	5,025	1,946
Goodwill	2,330	2,854
	7,355	4,800
Acquisition date fair value of the total consideration transferred		
Cash paid or payable to vendor	5,119	-
Contingent consideration	-	500
Deferred consideration	2,236	-
Ordinary shares issued	-	4,300
	7,355	4,800
Cash used to acquire business, net of cash acquired		
Acquisition date fair value of the total consideration transferred	7,355	-
Less: cash and cash equivalents	(5,285)	(606)
Net cash used	2,070	(606)

## Notes to the financial statements

### Note 34. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly-owned subsidiaries in accordance with the accounting policy described in note 41:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2015 %	2014 %
InvestSelect Ltd	Australia	100%	-
MAP Financial Planning Pty Ltd	Australia	100%	100%
MAP Funds Management Ltd	Australia	100%	100%
OneVue Fund Services Pty Ltd	Australia	100%	100%
OneVue Limited	Australia	100%	100%
OneVue Private Clients Pty Limited	Australia	100%	100%
OneVue RE Services Limited (formerly Select Asset Management Limited)	Australia	100%	-
OneVue Services Pty Ltd	Australia	100%	100%
OneVue UMA Pty Limited	Australia	100%	100%
OneVue Unit Registry Pty Ltd	Australia	100%	100%
Select Funds Pty Limited	Australia	100%	-
Select Investment Partners Limited	Australia	100%	-
SMSF Managers Pty Ltd	Australia	100%	100%

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiary with non-controlling interests in accordance with the accounting policy described in note 40:

Name	Principal place of business / Country of incorporation	Principal activities	Parent		Non-controlling interest	
			Ownership interest	Ownership interest	Ownership interest	Ownership interest
			2015	2014	2015	2014
SMA Tax & SMSF Services Pty Ltd *	Australia	SMSF Services	49.00%	49.00%	51.00%	51.00%

\*The non-controlling interest in the entity is immaterial. SMA Tax & SMSF Services Pty Ltd is dormant.

### Note 35. Interests in associates

Interests in associates are accounted for using the equity method of accounting. Information relating to associates are set out below:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2015 %	2014 %
WealthPortal Pty Limited	Australia	20.00%	20.00%

## Notes to the financial statements

### Note 36. Events after the reporting period

On 28 August 2015, 617,799 ordinary shares with an agreed price of \$0.35 per share were issued as settlement of the contingent consideration owed to the SIPL vendor shareholders (Refer note 33).

On 2 September 2015, \$0.72 million was paid to Computershare as part of the settlement of the CFS acquisition. Computershare elected to receive cash rather than convert the notes to ordinary shares.

### Note 37. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated	
	2015 \$'000	2014 \$'000
(Loss) after income tax expense for the year	(220)	(5,237)
Adjustments for:		
Depreciation of property, plant and equipment	330	215
Amortisation of intangibles	1,849	1,129
Share based payments	17	472
Financial assets mark to market	(16)	(133)
Acquisition costs	265	-
Gain on acquisition	-	(470)
Non cash – Release of long service leave provision	(71)	-
Non cash - Discount of loan	(107)	242
Non cash - Lease incentive liability	(162)	(108)
Non cash - Rent lease incentive	(25)	267
Change in operating assets and liabilities:		
(Decrease) in current taxes	(198)	-
(Increase) in deferred tax assets	(819)	-
(Increase) / decrease in receivables	(1,279)	587
(Decrease) / increase / in trade and other payables	(9)	1,210
(Increase) in prepayments	(78)	(246)
Net cash used in operating activities	(523)	(2,072)

### Note 38. Loss per share

	Consolidated	
	2015 \$'000	2014 \$'000
Loss after income tax	(220)	(5,237)
Loss after income tax attributable to the owners of OneVue Holdings Limited	(220)	(5,237)

## Notes to the financial statements

### Note 38. Loss per share (continued)

	Number ('000)	Number ('000)
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share	165,210	99,072

	Cents	Cents
Basic loss per share	(0.13)	(5.29)
Diluted loss per share	(0.13)	(5.29)

As the options over ordinary shares would reduce the losses per share they would be considered anti-dilutive and therefore are not used in the diluted EPS calculation.

### Note 39. Share-based payments

#### Employee share scheme

On 14 November 2014, 26,000 OneVue Holdings shares were issued to 13 staff of OneVue – each recipient receiving 2,000 shares for nil consideration.

Shares issued under the scheme may not be sold until the earlier of three years after issue or cessation of employment by OneVue. In all other respects the shares rank equally with other fully-paid ordinary shares on issue.

	2015 Number	2014 Number
Number of shares issued under the plan to participating employees on 14 November 2014 (2014 – 20 December 2013)	26,000	200,000

#### Employee Option Plan

No options were granted or exercised in 2015

A share option plan was established by OneVue by the Board in December 2009 under which the Board granted options over ordinary shares in OneVue Holdings to certain key management personnel of OneVue. The options are issued for nil consideration in accordance with the rules of the OneVue Holdings Employee Share Option Plan.

Set out below are summaries of options granted under the plan and the options granted to Directors:

2015							
Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
01/03/2014	25/01/2016	\$0.35	562,500	-	-	-	562,500
			562,500	-	-	-	562,500
Weighted average exercise price			\$0.35	-	-	-	\$0.35

## Notes to the financial statements

### Note 39. Share-based payments (continued)

#### Employee Option Plan (continued)

2014							
Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Jan-June 10	31/12/2014	\$0.25	4,795,151	-	(4,795,151)	-	-
01/03/2014	31/12/2014	\$0.26	-	1,809,396	(1,809,396)	-	-
01/03/2014	25/01/2016	\$0.35	-	562,500	-	-	562,500
21/05/2014	21/05/2015	\$0.26	-	85,878	(85,878)	-	-
21/05/2014	21/05/2016	\$0.26	-	85,878	(85,878)	-	-
			4,795,151	2,543,652	(6,776,303)	-	562,500
Weighted average exercise price			\$0.25	\$0.28	\$0.25	\$0.00	\$0.35

As part of the IPO process the options held by management were exercised in May 2014. Per the terms of the exercising of the options OneVue is providing an interest free limited recourse loan for former employees for 1 year and current employees for 3 years which is repayable upon selling the shares. This loan is based on the exercise price of the initial options at 25 cents per unit, total value \$1.2 million. There is no service period required and the current employees are entitled to these shares whether or not they remain with OneVue Holdings Limited for the 3 year period. The fair value of the limited recourse loans was determined using the same valuation and inputs as options granted during the current financial year.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 0.6 years (2014: 1.5 years).

### Note 40. Summary of significant accounting policies

This note provides a list of all significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the group consisting of OneVue Holdings Limited and its subsidiaries.

#### Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

#### Going concern

The financial report has been prepared on a going-concern basis. This contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business even though OneVue has experienced operating losses after tax during the financial year ended 30 June 2015 of \$0.22 million (2014: \$5.24 million) with accumulated losses amounting to \$22.27 million as at 30 June 2015 and net current assets \$6.98 million (2014: net current liabilities of \$0.92 million).



# Notes to the financial statements

## Note 40. Summary of significant accounting policies (continued)

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OneVue has raised capital in the current and prior years from multiple sources for acquisition, regulatory capital requirements, and working capital purposes. In July 2014, OneVue Holdings Limited listed on the ASX raising further capital of \$14 million. Accordingly, the Directors of OneVue are confident that preparing these accounts on a going concern basis is appropriate.

### Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, certain classes of property, plant and equipment and derivative financial instruments.

### Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of OneVue only. Supplementary information about the parent entity is disclosed in note 32.

### Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying OneVue's accounting policies. Those areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 41.

### New and amended standards adopted by OneVue

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

OneVue has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of OneVue.

The following Accounting Standards and Interpretations are most relevant to OneVue:

#### Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities

OneVue has applied AASB 2012-3 from 1 July 2014. The amendments add application guidance to address inconsistencies in the application of the offsetting criteria in AASB 132 'Financial Instruments: Presentation', by clarifying the meaning of 'currently has a legally enforceable right of set-off'; and clarifies that some gross settlement systems may be considered to be equivalent to net settlement.

#### Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets

OneVue has applied AASB 2013-3 from 1 July 2014. The disclosure requirements of AASB 136 'Impairment of Assets' have been enhanced to require additional information about the fair value measurement when the recoverable amount of impaired assets is based on fair value less costs of disposals. Additionally, if measured using a present value technique, the discount rate is required to be disclosed.

## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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#### Amendments to Australian Accounting Standards (Parts A to C)

OneVue has applied Parts A to C of AASB 2014-1 from 1 July 2014. These amendments affect the following standards: AASB 2 'Share-based Payment': clarifies the definition of 'vesting condition' by separately defining a 'performance condition' and a 'service condition' and amends the definition of 'market condition'; AASB 3 'Business Combinations': clarifies that contingent consideration in a business combination is subsequently measured at fair value with changes in fair value recognised in profit or loss irrespective of whether the contingent consideration is within the scope of AASB 9; AASB 8 'Operating Segments': amended to require disclosures of judgements made in applying the aggregation criteria and clarifies that a reconciliation of the total reportable segment assets to the entity's assets is required only if segment assets are reported regularly to the chief operating decision maker; AASB 13 'Fair Value Measurement': clarifies that the portfolio exemption applies to the valuation of contracts within the scope of AASB 9 and AASB 139; and AASB 138 'Intangible Assets': clarifies that on revaluation, restatement of accumulated depreciation will not necessarily be in the same proportion to the change in the gross carrying value of the asset; AASB 124 'Related Party Disclosures': extends the definition of 'related party' to include a management entity that provides KMP services to the entity or its parent and requires disclosure of the fees paid to the management entity.

#### **New standards and interpretations not yet adopted**

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2015 reporting periods and have not been early adopted by OneVue. OneVue's assessment of the impact of these new standards and interpretations is set out below.

#### AASB 9 Financial Instruments

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. OneVue will adopt this standard from 1 July 2018 but the impact of its adoption is yet to be assessed by OneVue.

#### AASB 15 Revenue from Contracts with Customers

This standard is applicable to annual reporting periods beginning on or after 1 January 2017. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance

## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has

been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. OneVue will adopt this standard from 1 July 2017 but the impact of its adoption is yet to be assessed by OneVue.

#### Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of OneVue Holdings Limited ('parent entity') as at 30 June 2015 and the results of all subsidiaries for the year ended 30 June 2015.

Subsidiaries are all those entities over which OneVue has control. OneVue controls an entity when OneVue is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to OneVue. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in OneVue are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by OneVue.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

A list of controlled entities is contained in note 34 to the financial statements.

#### Segment reporting

Operating segments are identified and segment information disclosed on the basis of internal reports that are regularly provided to, or reviewed by, OneVue's chief operating decision maker which, for OneVue, is the Board of Directors. In this regard, such information is provided using different measures to those used in preparing the statement of profit and loss and other comprehensive income and statement of financial position. Refer to note 4.

# Notes to the financial statements

## Note 40. Summary of significant accounting policies (continued)

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### Revenue Recognition

#### Rendering of services

Revenue is recognised when it is probable that the economic benefit will flow to OneVue and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

#### Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

#### Dividends

Dividends are recognised as revenue when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits. However, the investment may need to be tested for impairment as a consequence, refer note 9.

#### Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

### Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entity's which intend to settle simultaneously.

## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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OneVue Holdings Limited and its wholly-owned Australian controlled entities have formed an income tax consolidated group under the tax consolidation regime. The head entity and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

#### Research and development tax incentive

OneVue capitalises certain development expenses which can also give rise to a research and development tax incentive. OneVue accounts for the Research and Development Tax Incentive as a tax credit, which means that the Incentive reduces income tax payable and current tax expense. While it is outside of the scope of AASB 112 & AASB 120, OneVue believes that is closer in nature to a reduction in taxes payable as it is a tax offset received from the Australian Taxation Office rather than a government grant and therefore applies principles closer to AASB112.

OneVue accounts for the Tax Offset when it is clear that the eligibility criteria are met and the amount that can be claimed is reliably measured. As such, OneVue accounts for the rebate once the annual tax return is lodged and notice of assessment is received.

This treatment is consistent with all previous financial reports and any information presented to accompany OneVue's listing on the Australian Stock Exchange and the Initial Public Offer.

#### Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is current when: it is expected to be realised or intended to be sold or consumed in the normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within twelve months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when: it is expected to be settled in the normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within twelve months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

#### Leases

Leases of property, plant and equipment where OneVue, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life



## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that OneVue will obtain ownership at the end of the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to OneVue as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Lease income from operating leases where OneVue is a lessor is recognised in income on a straightline basis over the lease term. The respective leased assets are included in the statement of financial position based on their nature.

#### Lease Incentives

The benefit of a contribution of a lessor to the fit out of a property is recognised as a lease incentive and classified as a liability. The respective fit out costs are recognised as an asset. The asset is depreciated on a straight line basis over the lease term; and the corresponding lease incentive is also amortised on a straight line over the term of the lease.

#### Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by OneVue
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. OneVue recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired, the difference is recognised directly in profit or loss as a bargain purchase. Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

#### Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

#### Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. See note 8 & 11 for further information about OneVue's accounting for trade receivables and note 8 for a description of OneVue's impairment policies.

#### Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. They are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on the purpose of the acquisition and subsequent reclassification to other categories is restricted.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and OneVue has transferred substantially all the risks and rewards of ownership.

#### Financial assets at fair value through profit or loss

OneVue has assessed its investments held in OneVue Managed Account at fair value through profit or loss and these investments are held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit. These investments primarily comprise of holdings in ASX listed equities. Regular purchases and sales of investments are recognised on trade date. The date on which OneVue commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs. Subsequent movements in the fair value of financial assets are recognised in the statement of profit or loss and other comprehensive income.

#### Loans and receivables

Loan and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except those with maturities greater than twelve months after the reporting period which are classified in non-current assets.

## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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#### Impairment of financial assets

OneVue assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the assets are impaired.

Impairment testing of trade receivables is described in note 8.

#### Investments in associates

Associates are entities over which OneVue has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in OneVue's share of net assets of the associates. Dividends received or receivable from associates reduce the carrying amount of the investment.

When OneVue's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, OneVue does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

#### Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant, equipment, furniture, fittings, leasehold improvements – 3 to 5 years.

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements and plant and equipment under lease are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter. An item of property, plant and equipment is

## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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derecognised upon disposal or when there is no future economic benefit to OneVue. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

#### Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangibles are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

#### Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (note 4).

#### Research and development

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; OneVue is able to use or sell the asset; OneVue has sufficient resources; and intent to complete the development and its costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite life of between 5 to 7 years.

#### Customer relationships

Customer relationships acquired as part of a business combination are recognised separately from goodwill. The customer relationships are carried at their fair value at the date of acquisition less accumulated amortisation and impairment losses. Amortisation is calculated based on the timing of projected cash flows of the contracts over their estimated useful lives, which is considered to be between 3 and 7 years.

#### Software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by OneVue are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell

## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

---

the software are available, and

the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

Capitalised software costs are amortised on a straight line basis over the period of their expected benefit, being the finite life of 5 years.

#### Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

#### Trade and other payables

These amounts represent liabilities for goods and services provided to OneVue prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Other payables not expected to be settled in the twelve months after reporting date are classified as non-current.

#### Provisions

Provisions are recognised when OneVue has a present (legal or constructive) obligation as a result of a past event, it is probable OneVue will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

#### Other financial liabilities

Liabilities are recognised based on principal amounts borrowed. Interest is expensed as incurred.

Interest bearing liabilities are classified as current liabilities unless OneVue has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.



## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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#### Employee benefits

##### Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits expected to be settled wholly within 12 months after the end of the reporting period are recognised in other liabilities in respect of employees' services rendered up to the end of the reporting period and are measured at amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when leave is taken and measured at the actual rates paid or payable.

##### Other long-term employee benefits

Liabilities for long service leave and annual leave are not expected to be settled wholly within 12 months after the end of the reporting period. They are recognised as part of the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees to the end of the reporting period using the projected unit credit method. Consideration is given to expected future salaries and wages levels, experience of employee departures and periods of service. Expected future payments are discounted using corporate bond rates at the end of the reporting period with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows. Regardless of when settlement is expected to occur, liabilities for long service leave and annual leave are presented as current liabilities in the statement of financial position if the entity does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period.

Related on-costs have also been included in the liability.

#### Share based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether OneVue receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.

## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of OneVue or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of OneVue or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

#### Contributed equity

Ordinary shares are classified as contributed equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

#### Earnings per share

##### Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of OneVue Holdings Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

##### Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

#### Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

## Notes to the financial statements

### Note 40. Summary of significant accounting policies (continued)

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Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

#### Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either; in the principle market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interest. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed each reporting date and transfers between levels are determined based on a reassessment of the lowest level input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

### Note 41. Critical estimates, judgement and errors

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The preparation of the financial statements requires management to make judgement, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgement and estimates in relation to assets, liabilities, contingent liabilities revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on various other factors, including expectations of future events, management believes to be reasonable under the circumstances.

The resulting accounting judgements and estimates will seldom equal the actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities with the next financial year are discussed below:

## Notes to the financial statements

### Note 41. Critical estimates, judgement and errors (continued)

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#### Pre-contract costs

Pre-contract costs are costs incurred in relation to securing a contract. These include costs incurred prior to and during the contract bidding process as well as costs incurred upon set-up and mobilisation of a contract upon award. They are capitalised in intangible assets in the statement of financial position when there is a probable expectation that they will be recovered and that they can be reliably measured. They are amortised on a straight line basis over the shorter of the period of the contract or five years. Where a contract award is subsequently unsuccessful, any capitalised costs are immediately expensed to profit or loss as other expenses.

#### Capitalisation of development costs

OneVue capitalises project development costs eligible for capitalisation. The capitalised costs are all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended. OneVue amortises the capitalised project costs over the project's useful life.

#### Provision for impairment of receivables

The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtors' financial position.

#### Estimation of useful lives of assets

OneVue determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

#### Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

OneVue assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to OneVue and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs to sell or value-in-use calculations, which incorporate a number of key estimates and assumptions.

#### Long service leave provision

The liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

#### Share-based payment transactions

OneVue measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

## Notes to the financial statements

### Note 41. Critical estimates, judgement and errors (continued)

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#### Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if OneVue considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

#### Fair value measurement hierarchy

OneVue is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

#### Goodwill and other indefinite life intangible assets

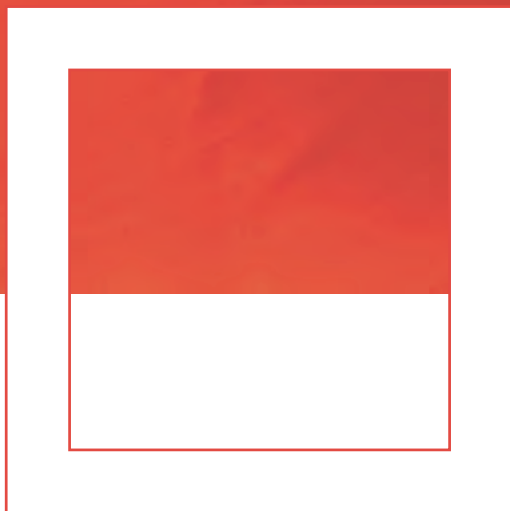
OneVue tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 40. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

#### Employee benefits provision

As discussed in note 40, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.



# Directors' Declaration



## Directors' Declaration

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 28 September 2015. The Directors have the power to amend and reissue the financial statements.

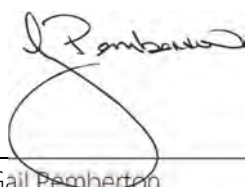
In the Directors' opinion:

- the attached financial statements and notes thereto comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes thereto give a true and fair view of OneVue's financial position as at 30 June 2015 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and

The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

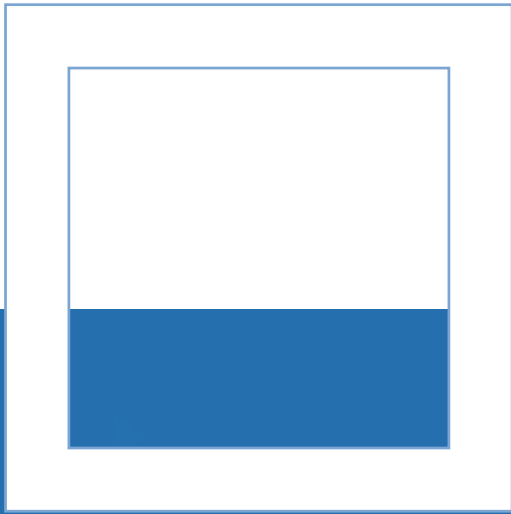
Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the Directors

A handwritten signature in black ink, appearing to read 'G Pemberton', is written over a horizontal line.

Gail Pemberton  
Chair

28 September 2015  
Sydney



# Independent Auditor's Report

## INDEPENDENT AUDITOR'S REPORT

To the members of OneVue Holdings Limited

### Report on the Financial Report

We have audited the accompanying financial report of OneVue Holdings Limited, which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

#### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 40, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of OneVue Holdings Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

### Opinion

In our opinion:

- (a) the financial report of OneVue Holdings Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 40.

### Report on the Remuneration Report

We have audited the Remuneration Report included in pages 31 to 39 of the directors' report for the year ended 30 June 2015. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

### Opinion

In our opinion, the Remuneration Report of OneVue Holdings Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

### BDO East Coast Partnership



Arthur Milner  
Partner

Sydney, 28 September 2015



The background of the page is an aerial photograph of a dense, green forest. A large, semi-transparent teal rectangle is overlaid on the left and center of the image, creating a gradient effect. The text 'ASX Additional Information' is centered within this teal area in a white, sans-serif font.

# ASX Additional Information



## ASX Additional Information

The shareholder information set out below is as at 2 September 2015

### Equity security holders

Twenty largest quoted equity security holders.

The names of the twenty largest security holders of quoted equity securities:

Rank	Name	Units	% of Units
1.	ABTOURK (SYD NO 415) PTY LTD	30,289,439	18.15
2.	UBS NOMINEES PTY LTD	9,678,542	5.80
3.	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LTD <PICREDIT>	9,030,750	5.41
4.	UBS NOMINEES PTY LTD	6,582,334	3.94
5.	NATIONAL NOMINEES LIMITED	6,529,228	3.91
6.	J P MORGAN NOMINEES AUSTRALIA LIMITED	5,778,449	3.46
7.	NIGEL STOKES PTY LTD	5,522,081	3.31
8.	MAINSTAY HOLDINGS PTY LTD <WATERSIDE A/C>	5,170,515	3.10
9.	CITICORP NOMINEES PTY LIMITED	4,514,286	2.71
10.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,857,162	1.71
11.	COOLABAH VENTURES PTY LTD	2,857,143	1.71
12.	PHAROS FINANCIAL GROUP PTY LTD <THE PHAROS FIN GROUP A/C>	2,533,333	1.52
13.	ABTOURK (SYD NO 376) PTY LTD	2,506,741	1.50
14.	STEPHEN J M KARRASCH	2,423,978	1.45
15.	UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD	2,405,200	1.44
16.	KARRASCH PTY LTD <KARRASCH SUPERANNUATION FUND>	1,959,906	1.17
17.	GMBP PTY LTD <GM PEMBERTON SUPER FUND>	1,859,467	1.11
18.	CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	1,772,373	1.06
19.	PETER JAMES GRIFFITH THORPE	1,718,931	1.03
20.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C>	1,563,683	0.94
	Top 20 holders of issued capital	107,553,541	64.46
	Remaining holders balance	59,306,512	35.54
	<b>Total Issued Capital</b>	<b>166,860,053</b>	<b>100.00</b>

## Distribution of equity securities

Analysis of number of equity security holders by size of holding:

	1 to 1,000	1,001 to 5,000	5,001 to 10,000	10,001 to 100,000	100,001 and over
Holders	5	142	106	277	126
Shares	2,756	376,677	768,778	11,548,409	154,163,433
Total holders	<b>656</b>				
Total shares	<b>166,860,053</b>				

Total number of shareholders with less than a marketable parcel of shares (valued at \$500 or less): 5.

### Unquoted equity securities

	Number on issue	Number of holders
Options over ordinary shares issued	562,500	4

## Substantial holders

Names of the substantial shareholders listed on OneVue's register (as at 2 September 2015):

Shareholder	Shares held	% of total shares issued
Abtourk (Syd No 415) Pty Ltd	33,098,976	19.8
Perpetual Limited	18,709,292	11.2
Acorn Capital Limited	12,571,429	7.5

## Voting rights

The voting rights attached to ordinary shares are set out below:

### Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities entitled to vote.

## Escrow restrictions

The following escrow restrictions on securities existed as at 2 September 2015:

Security type	Restriction ends	
	ASX Restriction	Voluntary Restriction
	24 July 2016	10 September 2015
Restriction on ordinary shares	13,618,822	34,470,490
Restriction on options (and underlying shares) at an exercise price of \$0.35	562,500	-
Total restricted shares and options		48,651,812



# Corporate Directory

## Directors

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Gail Pemberton  
Connie Mckeage  
Karen Gibson  
Greta Thomas  
Garry Wayling

## Company Secretary

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Ashley Fenton

## Notice of Annual General Meeting

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The details of the Annual General Meeting of OneVue Holdings Limited are:

Christie Corporate  
3 Spring Street  
Sydney NSW 2000

10am on Thursday, 6 November 2015

## Registered office and principal place of business

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Level 5  
10 Spring Street  
Sydney NSW 2000

Phone: (02) 8022 7400

## Share register

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Computershare Investor Services Pty Limited  
Level 4  
60 Carrington Street  
Sydney NSW 2000

Phone: 1300 850 505

## Auditor

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BDO East Coast Partnership  
Level 11  
1 Margaret Street  
Sydney NSW 2000

## Stock exchange listing

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OneVue Holdings Limited shares are listed on the Australian Securities Exchange (ASX code: OVH)

## Website

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[www.onevue.com.au](http://www.onevue.com.au)







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