



Corporate Governance Statement

For the year ended 30 June 2020

OneVue Holdings Limited
ABN 15 108 221 870

Strength in numbers

The Board of Directors (Board) of OneVue Holdings Limited ('OneVue' or 'Company') supports the intent of the ASX Corporate Governance Council's recommended practices and principles of good governance. The Board formally adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (Principles) with effect from 1 July 2020. As this Statement is looking back on FY20, this Statement has been prepared on the foundations set out in the Corporate Governance Principles and Recommendations (3rd edition) and full reporting under the 4th edition of the Principles will occur for FY21. Notwithstanding that this Statement has been prepared looking principally at the 3rd edition of the Principles, the Board set out to early adopt as many of the Principles under the 4th edition for FY20 where possible and this report will reflect those Principles where possible. This demonstrates the Board's commitment to the Principles and safeguarding the interest of its shareholders and important stakeholders. The Board is committed to ensuring the Company's continuing performance and exceeding our shareholders' reasonable expectations.

This Statement sets out how OneVue's governance framework and practices are compliant with the ASX Principles through to 30 June 2020 unless stated otherwise.

This Statement, as at 25 August 2020, has been approved by the OneVue Board.

The Board and Committee charters and policies referred to in this Statement along with OneVue's 2020 Annual Report are available on its website at: <https://onevue.com.au/investor-centre/corporate-governance/>.

Principle 1 – Lay solid foundations for management and oversight

Clearly delineate the roles and responsibilities of Board and management and regularly review their respective performance

The Board is responsible for the creation and protection of shareholder value and in performing its role, the Board aspires to the highest governance standards of behavior and accountability, including safeguarding other stakeholder interests. The Board Charter sets out the responsibilities of the Board, its

structure and governance requirements and the powers delegated to management for the day to day management of the Company. The key responsibilities of the Board include, in general terms:

- defining the Company's purpose and approving the Group's strategic direction, objectives and goals
- monitoring the implementation of the strategic objectives and goals and the Company's overall business performance
- approving the Company's statement of values and code of conduct to instil the desired culture, ethical standards and values within the Company
- ensuring the maintenance of an adequate internal control system and compliance with those controls
- overseeing the effectiveness of the Company's accounting and financial reporting systems
- setting the financial objectives and monitoring the financial performance of the Company against those objectives
- setting risk appetite and ensuring the Company has a robust risk management framework for managing financial and non-financial risks and monitoring the effectiveness of the Company's risk management framework
- overseeing the implementation and operation of a healthy and safe work environment and framework
- ensuring the effectiveness of the internal audit function and internal control and reporting processes
- monitoring the effectiveness of the Company's governance practices ensuring there is a framework for relevant reporting and challenging management and internal audit and holding them to account when the Board considers it necessary
- demonstrating leadership and guidance to the Managing Director and Executive Management
- determining the terms of employment and reviewing the performance of the Managing Director and senior executives
- succession planning for the Board, Managing Director and senior management
- approving the issue of securities and entry into material finance arrangements
- approving and monitoring the progress of major capital expenditure, acquisitions and divestitures
- ensuring timely, accurate and effective communication with and reporting to shareholders, the market and relevant regulatory bodies

- overseeing the entity's process for making timely and balanced disclosure and ongoing compliance with continuous disclosure requirements and ASX listing obligations.

The Board Charter also sets out the responsibilities of the Chair, the Managing Director and Company Secretary and explains the relationship between the Board and the Executive Management of OneVue (Executive Management). A copy of the Board's Charter is available on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance/>.

The role of the Chair

The responsibilities of the Chair include leading the Board, facilitating the effective contribution with Directors and promoting constructive and respectful relations between Directors and between the Board and Executive Management.

Delegated authority to Board Committees and the role of Executive Management.

The Company Constitution and Board Charter enable the Board to delegate its responsibilities to its Committees and Executive Management.

The Charters of the respective Board Committees set out the roles and responsibilities delegated by the Board to the:

- Audit, Risk Management and Compliance Committee (ARMCC); and
- Human Resources Nomination and Remuneration Committee (HRNRC).

The Board has also delegated the day-to-day management of the Company to the Managing Director, supported by Executive Management. The Managing Director's responsibilities with the support of Executive Management, include:

- managing the day to day operations of the Company
- implementing the strategic direction, objectives and goals set by the Board
- instilling and reinforcing Company's values and code of conduct across the Company's operations
- operating within the values, code of conduct, budgets and risk appetite set by the Board
- providing the Board with accurate and timely information on the activities and operations of the Company
- reporting to the Board on the Company's compliance with material legal and regulatory

requirements and any other conduct that is a material breach or is materially inconsistent with the values, code of conduct or Company policies.

The Board Charter is available on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance>.

Appointment and re-election of Directors

The HRNRC assists the Board in identifying potential candidates for appointment to the Board (see Principle 2).

As part of the process for identifying potential candidates, the Committee considers the strategic and financial acumen of the candidate, their experience with businesses of comparable size and maturity, their experience in same or similar industry sectors and their skills, expertise and competencies. The Committee also considers a candidate's independence, whether they may have a potential conflicts of interest and how they might contribute to diversity on the Board. Prior to their appointment (and after their appointment at regular intervals such as before each meeting), Directors are required to disclose any interest, position or relationship which could influence or reasonably be perceived to influence, their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Prior to any appointment of a candidate to the Board, appropriate background checks are undertaken concerning a candidate's stated experience, education, character, fitness and proprietary together with their criminal record and bankruptcy history. Where appropriate, the Committee may seek independent professional external advice regarding a potential candidate's appointment. Other facets of diversity in addition to gender are taken into account when considering the composition of the Board.

Under the Company's Constitution, any Director who has been appointed during the year or been in office for three or more years since their last election must retire and, if willing, stand for election or re-election at the next Annual General Meeting (AGM). In addition, at least one-third of the remaining Directors (excluding those appointed during the year and the Managing Director) must by rotation retire and, if willing, stand for re-election at the next AGM.

Shareholders are provided with information that is relevant to a decision on whether to elect or re-elect a Director at the AGM.

Terms of appointment

The Company has in place a written agreement entered into personally with each of the Directors and Executive Management setting out the terms of their appointment.

Company Secretary

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

All Directors and Committee members have direct access to the Company Secretary and vice versa.

Organisational Diversity and Values

OneVue is committed to creating a workplace that is fair, diverse and inclusive and lives and breathes its cultural and ethical standards and values.

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 regardless of age, gender marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience. Encouraging a diverse and inclusive culture in the Company enables the Company to create a workplace culture that embraces diversity, broadens the pool for the recruitment of talented employees, enhances retention, supports innovation and the Company's capacity to achieve its strategic objectives. It is committed to designing and implementing programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees.

OneVue has a Diversity Policy that sets out the diversity and inclusion initiatives across the Group. The Policy sets out the Company's commitment to designing and implementing programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees and offering opportunities, including for employees on parental or long term leave, operating under flexible work practices and working from home. COVID -19 reinforced our commitment to ensuring all employees were at no disadvantage in working remotely and

working from home and strengthened the Company's resolve to providing a flexible and diverse workplace. The Diversity Policy is on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance/>.

The Board set a target date of June 2020 to achieve the measurable objectives set out in Appendix A of the Diversity Policy. The Board reviewed the progress towards achieving the measurable objectives to 30 June 2020 and noted that due to limitations brought about during FY 20 including COVID-19, not all measurable objectives were achieved at the close of the FY20. However, the Board reaffirms the current measurable objectives stated in the policy and will re-assess the measurable objectives in FY21 for FY21 and onwards.

In FY20, key performance indicators for the Managing Director and Executive Managements on gender participation and the achievement of the measurable objectives within their areas of responsibility were implemented. Diversity, whether gender or otherwise, was also taken into account in the Group's succession planning.

The Company's female representation details as at 30 June 2020 were:

Proportion of women who are Directors on the Board	25%
Proportion of women who are direct reports to the Managing Director	14%
Proportion of women, overall staff	46%

Our staff aspire to live and breathe our Statement of Values: working with integrity and respect; striving for excellence in service; and teamwork in combining each staff member's individual strengths and energy with each other to work together and more importantly, assist the Company's customers and clients. A copy of our Statement of Values is included in our Code of Conduct which is available on our website at <https://onevue.com.au/investor-centre/corporate-governance/>.

Board, Committee and Director performance evaluation

The Board continually assesses its performance and that of its Committees as well as individual Director performance. The Board's Chair, in conjunction with the Chair of the HRNRC, conducted an internal review

of the Board and its Committees and individual Director assessments this financial year. The review takes into account, the Director's availability, currency of knowledge and skills and whether the Director's performance had been impacted by other commitments. The results of the review and Director feedback was discussed with each Director and as a Board. The Board considered the outcomes of the review and undertook measures to enhance Director and the Board's performance as a whole.

The Board and its Committees also regularly review the effectiveness of their activities undertaken as a Board and the effectiveness of initiatives undertaken in decisions made throughout the year. The Board also assesses the number of meetings held during the year, agenda content and scheduling and meeting schedule to determine whether the frequency of meetings, operational reviews and reporting is adequate to provide oversight of, support and guidance to the Managing Director, Executive Management and the business.

Executive Management performance evaluation

A formal process is followed for reviewing annually all staff including Executive Management. All Executive Management have business performance objectives linked to the Company's objectives. Their performance against their objectives were assessed by the Managing Director in the 2020 financial year.

The Board reviews the performance of the Managing Director annually and also agrees on the key performance indicators and objectives for the year ahead following completion of the annual budget. A performance review of the Managing Director was completed in the 2020 financial year.

Principle 2 – Structure the Board to be effective and add value

The Board is the appropriate size and collectively has the skills, commitment and knowledge of the Group and the industry in which the Company operates, to enable it to add value and discharge its duties effectively.

Nomination Committee

To support the Board in its endeavors to ensure it has a high performing, effective Board essential for the proper governance of the Group, it has appointed the

HRNRC to fulfil the role of a Nomination Committee under the Principles. The HRNRC comprises three Independent Non-Executive Directors being as at the date of this Statement, Stephen Knight (Committee Chair), Ronald Dewhurst and Garry Wayling. Information on members' qualifications, experience and meeting attendance during the reporting period is set out in the Directors' Report contained in the 2020 Annual Report.

The HRNRC identifies and makes recommendations on matters such as:

- 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 and assists the Managing Director in succession planning for Executive Management.

The HRNRC Charter is available on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance>.

The Board skills matrix

The Board considers that the number of directors and composition of the Board is appropriate and adequate given the Company's business, size, maturity and the industry in which it operates. The Board's current mix of skills, qualifications and experience collectively, relative to the size of the Company and the nature of its activities, adequately meet the demands required of the Board without undue disruption. The Board has an appropriate number of independent non-executive Directors who can challenge management and hold them to account and represent the best interests of the Company's shareholders as a whole. Details of the Directors' qualifications, experience and meeting attendance are set out in the Directors' Report contained in the 2020 Annual Report.

The Board assesses the skills and training of the Directors annually. This process assists in determining the future composition and skill mix of the Board when appointing future or additional independent directors as the Company's operations evolve and assess whether the Directors as a Group have the skills, knowledge and experience to deal with new and emerging business and governance issues as they evolve.

Our Independent Non-Executive Directors of the Board for FY20 are in the table below:

Non-Executive Directors	Length of Service (Years)
Ron Dewhurst	4
Garry Wayling	6
Stephen Knight	4

The results of the most recent skills assessment of the Directors undertaken in FY20 are shown in the skills matrix below which shows the Board's collective skill sets and strengths.



The Board reviews its skills matrix to make sure it covers the skills needed to address existing and emerging business and governance issues relevant to the Group.

The majority of the Board is independent. The Board has adopted the same definition for an independent Director stated in the Principles. 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 on issues before the Board and to act in the best interests of the entity as a whole rather than in the

interests of an individual security holder or other party.

The shareholdings of the Directors are set out in the Directors' Report in the 2020 Annual Report.

Chair of Board not the same person as MD

Mr Ron Dewhurst, the Chair of the Board is an Independent Non-Executive Director. The Chair of each Board Committee is also an Independent Non-Executive Director. There is clear division of responsibility between the Chair and the Managing Director.

Director induction and professional development

New Directors receive a letter of appointment setting out the terms of their appointment. They are provided with information on OneVue and other information relevant to understanding the Company's business.

All new Directors undertake an induction program coordinated by the Company Secretary on behalf of the HRNRC. The program covers OneVue's financial, strategic, operational and risk management positions, with briefings from Executive Management including the Managing Director and CFO. The induction program is tailored as required to a Director's existing skills, knowledge and experience to position them to discharge their responsibilities effectively and to add value. The induction program includes interviews with key senior executives to gain an understanding of the Group's structure, business operations, history, culture and key risks, training on their legal duties and responsibilities as a director and training on key accounting matters and understanding financial statements,

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. The annual Board and Director performance evaluation process and skills matrix are tools that assist the Board to identify gaps as a collective group and the skills and areas for improvement. It is also an opportunity for identifying matters that can be addressed by updating or providing additional professional development for existing Directors or taking on new Directors.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

Code of Conduct, Statement of Values and other policies

The Company is committed to maintaining high standards of integrity and ethical behaviour in all its dealings and instill and continually reinforce a culture across the Group of acting lawfully, ethically and responsibly to build long term sustainable value for its security holders. The Company has adopted a Code of Conduct and Statement of Values that applies to all Directors and employees across the Group. The Code of Conduct sets out the ethical values, characteristics, standards of behaviour and conduct expected of its Directors, Executive Management and employees by the Company and the partners the Company does business with. It articulates the standards of behaviour expected of our Directors, Executive Management and employees and contractors. The Company's values are: working with integrity and respect; striving for excellence in service; and teamwork in combining the collective strengths and energy of our staff to work together to help each other and the Company's customers and clients. The Executive Management team are charged with the responsibility of cultivating these values across the organization and setting the tone from the top. The requirements of the Code, the Values and corresponding standards of behaviour within the Code are constantly reinforced to staff at all levels. A copy of our Statement of Values is included in our Code of Conduct which is available on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance/>.

The Company also has:

- a Share Trading Policy that applies to all Directors, Executive Management and employees across the Group. The policy prohibits dealing in the Company's or another party's securities while in possession of price-sensitive or inside information.
- a Whistleblower Policy that sets out the measures the Company follows to encourage the reporting of unlawful or unethical behaviour. The Policy clearly identifies the types of concerns that must be reported under the Policy and how and to whom reports may be made (including to Executive Management and the Board. The Policy ensures the confidentiality of the whistle-blower's

identity is safeguarded and the whistleblower is protected from retaliation or victimisation.

- a Fraud, Anti Bribery and Corruption Policy which sets out prohibited and other serious criminal conduct such as bribes, improper payments or affording benefits to public officials. The Policy also prohibits the payment of secret commissions and imposes limited conditions for making political donations and offering or accepting gifts, entertainment or hospitality benefits by Company staff.

The Code of Conduct, Share Trading Policy, Whistleblower Policy and the Fraud, Anti Bribery and Corruption Policy are available on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance>.

All the above policies and the Code require the reporting of material breaches and incidents or prohibited conduct occurring under the policies to the Board via Executive Management. The above policies are periodically reviewed, no less than once each year, to ensure the policies operate effectively and to ensure currency with regulatory requirements and best practice.

Principle 4 - Safeguard integrity in financial reporting

Audit Committee

The Board has established the ARMCC, which comprises three Independent Non-Executive Directors, which during the relevant period comprised Mr Garry Wayling (Committee Chair), Mr Stephen Knight, Mr Ron Dewhurst.

The role of the ARMCC is to advise the Board and provide oversight on:

- audit and financial reporting
- the integrity of financial statements
- corporate governance compliance
- legal and regulatory compliance
- risk management framework
- internal control structures
- the appointment, independence and performance of external auditors and
- monitoring the performance, resourcing and effectiveness of the internal audit function.

Information relating to Committee members' qualifications, experience and meeting attendance

during the reporting period is set out in the Directors' Report contained in the 2020 Annual Report.

The ARMCC Charter is available on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance>.

MD and CFO declaration

In relation to the financial statements for the financial year ended 30 June 2020 and the half-year ended 31 December 2019, the Company's Managing Director and CFO provided the Board with declarations that:

- in their opinion the financial records of the Company have been properly maintained
- in their opinion 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
- their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

External auditor's attendance at AGM

The Company's external auditor Deloitte attends the AGM and is available to answer any shareholder questions relating to their audit of the Company's financial statements.

Principle 5 - Make timely and balanced disclosure

Continuous disclosure obligations under Listing Rule 3.1.

The Company recognises the importance of meeting stakeholders' expectations for providing timely, balanced and meaningful disclosure of information to allow a fair and well-informed market in its securities.

The Company has a Continuous Disclosure and Shareholder Communications Policy. This policy sets out, among other things, the manner in which the Board ensures compliance with the continuous disclosure requirements under the ASX Listing Rules and Corporations Act 2001 (Cth). It also sets out, among other things, the importance of the Group's ASX and market announcements being accurate, balanced and expressed in a clear and objective manner, the internal notification and decision making process followed, the roles and responsibilities involved in identifying, approving and releasing disclosable information and procedure for timely disclosure and market briefings. The Policy also sets

out the process to verify the integrity of corporate reports and other announcements released to the market.

The Board receives copies of all material market announcements promptly after they have been made, after posted to the ASX platform to ensure that the Board has timely visibility of the nature and quality of the information being disclosed to the market and the frequency of such disclosures.

Any new and substantive investor or analyst presentations are released on the ASX platform ahead of the presentation. This recommendation is directed to ensuring equality of information among investors and applies regardless of whether the presentation contains material new information required to be disclosed under listing rule. The Company is conscious of ensuring equality of information among investors and stakeholders and market participants.

The Company also values the contribution of its shareholders and the opportunity to participate in financial results and investor/ analyst presentations. Financial year end and half year results presentations are generally hosted via video conference or live webcast and a recording or transcript of the presentation is available on request.

The Continuous Disclosure and Shareholder Communications Policy is available on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance>.

Principle 6 - Respect the rights of security holders

Information about itself and its governance

OneVue provides timely and relevant access to Company information about itself, its Board and Executive Management and its governance. The Company has a corporate governance landing page on its website from where all relevant corporate governance information and documents can be accessed. The Company maintains the information in relation to governance documents, Directors and Executive Management, all Board and Committee Charters, Annual Reports, notices of shareholder meetings, ASX announcements and Company contact details on its website at <https://onevue.com.au/investor-centre/>.

Investor relations program

The Company has an investor relations program to allow investors and other financial market participants to gain a greater understanding of the entity's business, governance, financial performance and prospects and provide its security holders with information and facilities to allow them to exercise their rights as security holders. The Company aims to facilitate effective two-way communication with investors and shareholders in the following way:

- disclosures to the ASX
- annual and half year reports
- quarterly key measures reports
- investor presentations
- conference call facilities and live webcasts for market briefings
- audio recording and transcripts on Company's results
- AGM addresses from the Chair and Managing Director
- notices of AGM and explanatory information.

We seek opportunities to engage with all our investors including small retail investors and the organisations that represent them and try to ensure that the Company and the Board understand the matters of concern or interest to smaller investors. Significant comments or concerns raised by investors or their representatives are conveyed to the Board via the Managing Director on a regular basis.

Meetings of security holders

The Company recognises the importance of shareholder engagement. The Company encourages shareholder attendance and participation at its AGM and meetings in addition to holding results presentations and investor briefings at which its financial results are presented and queries are answered. From FY20, all substantive resolutions at a meeting of security holders will be decided by a poll rather than by a show of hands.

The Company also facilitates shareholder participation through webcasts on the release of its half year and full year financial results and other significant market releases and announcements.

Copies of ASX releases and presentations, Annual Reports and Financial Statements are available on the Company's website at <https://onevue.com.au/investor-centre/>.

Security holders' option for electronic communications

The Company engages Computershare Investor Services as its share registry to provide electronic communications with shareholders. Shareholders are encouraged to elect to receive correspondence, Annual Reports and Financial Statements 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 can also lodge their proxies electronically.

Principle 7- Recognise and manage risk

Risk Committee

Recognising and managing risk is a crucial part of the role of the Board and Executive Management. The Board has established the ARMCC to assist with risk oversight, risk management and internal control. The Committee members and their meeting attendance are set out in the Directors' Report contained in the 2020 Annual Report.

The role and responsibilities of the ARMCC are set out in its Charter, which can be found on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance>.

Risk management framework review

The ARMCC reviews the Group's risk management framework at least once a year to ensure that it is aligned with the Company's strategic goals and financial objectives and the Company's Risk Appetite Statement. The risk management framework is designed to regularly monitor for risks relating to contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, health and safety, sustainability and climate change. The Group's risk profile and Risk Appetite Statement were reviewed by the ARMCC and approved by the Board during the 30 June 2020 financial year.

The Company's management is responsible for implementing the Group's strategic goals and developing controls, policies and procedures for identifying, managing and mitigating risks across the Group's operations in line with the Board approved

Group's Risk Appetite Statement. Management is expected to operate within the level of risk appetite approved by the Board.

Executive Management reports regularly to the Board on risk management, including operational issues and operational losses; and monitors operational control weaknesses and breakdowns, including fraud.

Material exposure to economic, environmental and social sustainability risks

The Group does not have a material exposure to, economic, environmental and social sustainability risks. Its revenue is, however, sensitive to movements in equity markets with approximately 40% of revenue exposed to such markets.

These risks, along with other business risks, are managed in accordance with the Group's risk management framework discussed above. In addition, risk areas are reviewed by the Group's risk management staff and key business processes are audited by Internal Audit, which the Group has outsourced to an external independent third party audit provider.

Further information on the management of financial risks such as market, credit and liquidity risks are in Note 14 of the Financial Statements in the 2020 Annual Report, which can be found on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance>.

Internal audit

The Company has outsourced its internal audit function to an external independent third party audit provider. While internal audit and external audit work collaboratively, they are separate functions. The internal audit function is independent of the external auditor and management.

The internal auditor assists the Board and Executive Management to coordinate the broader assurance program. It 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 ARMCC determines the internal audit scope and budget on recommendation from Executive Management and the internal auditor.

The ARMCC and Executive Management receive reports from internal audit on the control environment, areas for improvement and progress in addressing those areas for improvement at each meeting of the ARMCC in addition to the areas of audit focus for constant improvement in process and procedure. Areas of focus and scope are scheduled and agreed with internal audit under the annual audit program. The Chair of the ARMCC meets with the internal auditor without Executive Management present. The internal auditor has direct access to the ARMCC Chair.

Principle 8 - Remunerate fairly and responsibly

Remuneration Committee

The Board has appointed the HRNRC to fulfil the role of a Remuneration Committee as required by the Principles. The Committee members and their meeting attendance are set out in the Directors' Report contained in the 2020 Annual Report.

The HRNRC advises and makes recommendations to the Board on remuneration and human resources matters, including:

- equity based remuneration
- the remuneration structure for Non-Executive Directors, the Managing Director and Senior Executives
- workplace health and safety
- workplace diversity
- recruitment, retention and termination strategies
- succession planning, capability and talent development.

The Board acknowledges that remuneration is a key driver of culture and a key focus for investors. The HRNRC takes these issues into account when setting the level and composition of remuneration and balance that against:

- attracting and retaining high quality directors and Executive Management;
- avoiding implications created by perceived payment of excessive remuneration; and
- incentivizing senior executives to pursue growth without rewarding conduct that is contrary to the entity's values or risk appetite set by the Board.

The HRNRC has a formal, rigorous and transparent process for developing the Company's remuneration policy and for fixing the remuneration packages of

Directors and Executive Management. The HRNRC's Charter and the Company's Remuneration Policy is available on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance>.

Remuneration of Non-Executive Directors, Executive Directors and Executive Management

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

Non-executive Directors of the Board do not receive incentives and are not eligible to participate in equity incentives schemes in order to avoid conflict and preserve their ability to bring independent judgement to matters before the Board. Non-executive Directors are required to hold minimum shareholdings under the Company's Minimum Shareholding Policy ("skin in the game"). As at the date of this Statement, all Directors comply with the Minimum Shareholding Policy and hold minimum shareholdings in the Company.

The Managing Director and other Executive Management are remunerated using combinations of fixed and performance based remuneration. The Company has a Short and Medium Term Incentive Plan (SMTIP) designed to attract and retain Executive Management (also our KMP), their direct reports and other senior executives of the Company while providing equity based compensation in at risk remuneration. Our shareholders at the 2018 AGM approved the SMTIP to expand participation in performance based schemes more broadly. Our shareholders and our Board consider the schemes provide the appropriate alignment between the interests of our shareholders and management.

No individual Director or any member of Executive Management is involved in deciding his or her own remuneration or rewards.

The Company's Remuneration Policy is available on the Company's website at <https://onevue.com.au/investor-centre/corporate-governance>. Further details in relation to remuneration, including remuneration components awarded to Non-Executive and Executive Directors and Executive Management are in the Remuneration Report contained in the 2020 Annual Report.

Equity-based remuneration scheme

The Company's Remuneration Policy prohibits the hedging of economic exposures to equity price risk before the equity-linked remuneration is fully vested and able to be sold for cash.

The Company's Share Trading Policy also prohibits Directors and Key Management Personnel from taking out margin loans over OneVue securities and hedging their existing OneVue securities. The Company's Share Trading Policy is available on its website at <https://onevue.com.au/investor-centre/corporate-governance/>.

Principle 9 - Additional recommendations

Foreign director or a director who does not speak the language.

The Company's Board comprises directors who are Australian residents and are fully conversant in English.

Established outside Australia.

The Company is registered and domiciled in Australia and has does not have any entities or operations that operate offshore.

General information

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.



OneVue

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Strength in numbers