

OneVue Employee Share Option Plan

Definitions

Conditions of Conversion: conditions that must be met before the Options are convertible.

Managers of the OneVue ESOP: Directors of OneVue Holdings Pty Limited.

Member of OneVue ESOP: a person who holds options in the OneVue ESOP.

Notice of Conversion: notice issued by Managers of the OneVue ESOP to Members of the OneVue ESOP specifying a date from which Members of the OneVue ESOP may exercise their options.

OneVue Limited: OneVue Limited ACN 072 262 312.

OneVue ESOP: The OneVue Employee Share Option Plan, by which employees of OneVue Limited hold options on Shares in OneVue Holdings Pty Limited

OneVue Holdings: OneVue Holdings Pty Limited (ACN 108 221 870).

Share: A non-voting share in OneVue Holdings Pty Limited with the rights attaching to the ordinary shares of OneVue Holdings apart from the right to vote in a poll of shareholders.

Recitals

1. Pentafin Wealth Systems Pty Limited acquired all of the share capital of OneVue Limited on 1 December 2009.
2. Pentafin Wealth Systems Pty Ltd changed its name to OneVue Holdings Pty Limited on 24 December 2009.
3. Participants in the OneVue ESOP before 1 December 2009 were granted options on non-voting shares in OneVue Limited.
4. From 31 December 2009, Members of the OneVue Limited ESOP relinquished these options. OneVue Holdings Pty Ltd granted staff options on Shares in OneVue Holdings giving the same equity interest in OneVue Holdings as applied to their entitlements in the OneVue Limited ESOP before 31 December 2009.

Rules of the OneVue Employee Share Option Plan

1. The rules of the OneVue ESOP are approved by the Board of OneVue Limited in August 2008 and amended by the Board of OneVue Holdings Pty Limited in December 2009 and December 2012.
2. Entitlements of OneVue employees under the OneVue ESOP have been determined Board of OneVue Limited and OneVue Holdings. Future entitlements will be subject to approval of the Board of OneVue Holdings.
3. A register of Members of the OneVue ESOP will be kept by OneVue Holdings, recording the name of the employee, the number of options granted and the exercise price of the options.
4. Options granted as part of the OneVue ESOP will be subject to forfeiture (subject to terms of employment contracts) if the employee leaves employment of OneVue Limited any associated company for any reason before the Conditions of Conversion are met.
5. Options issued under the OneVue ESOP will be in the name of the employee unless otherwise approved by the Board.

6. The options issued under the OneVue ESOP are not transferable without the written agreement of the Board.
7. All options issued will be exercisable on 31 December 2014 unless Conditions of Conversion are satisfied before that date.
8. The Conditions of Conversion will be satisfied before 31 December 2014 if any of the following occur:
 - a) The Board of OneVue Holdings declares the options to be exercisable.
 - b) An initial public offering of the shares in OneVue.
 - c) A trade sale of more than 50% of the shares of OneVue.
9. The shares issued to Members will be non-voting shares. In all other respects, the shares will have the same rights and obligations of the ordinary shares in OneVue Holdings.
10. The Managers of the OneVue ESOP may at its discretion and at any time before 31 December 2014 discharge the options over Shares by paying the Members a fair price as determined by an independent valuer, taking account of the value of OneVue Holdings shares at the time of the discharge less the exercise price of the options. Members of the OneVue ESOP are required to accept the discharge of the Options in accordance with this clause.
11. The exercise price of the Options will be \$0.25.

Approved by the Board of OneVue Holdings Pty Limited
19 December 2012