2019 AGM Chairman's address

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In the 2018 Annual Report I highlighted the rapidly changing financial services environment, in particular the disruption taking place across the value chain against a backdrop of mounting regulatory challenges.

It would be fair to say that the rate of change in the last 12 months has accelerated, making it increasingly complex for market participants to navigate through unprecedented uncertainty whilst creating new opportunities to position ourselves in what will be a forever altered landscape.

The ongoing fallout from the Royal Commission into misconduct in the banking, superannuation and financial services industry and the influence of disruptive technologies have continued to be the dominant forces in shaping the financial services sector.

The potential management distraction of operating a third party regulatory business in this new environment as well as the simplification of our business model led us to sell our Trustee business Diversa to Sargon Capital. That decision was not taken lightly however what we did not anticipate was the ongoing market and management distraction of the sale itself.

As a reminder the sale consideration for the Trustee business was $43 million which comprised $12 million in cash, which was received at completion and a deferred consideration component of $31 million due to be paid by Sargon Capital Pty Limited by 30 November 2019.

As you also know Deloitte qualified their audit opinion in respect of the deferred consideration in line with the Australian Auditing Standards. The audit opinion qualification is specific and limited to the audit of the deferred consideration.

More recently in our ASX announcement last week we communicated to the market that we had agreed to extend the final settlement of the deferred purchase price until May 30th 2020. With all the facts at hand we still believe this to be our best course of action. We do retain all our rights to pursue other courses of action in order to retrieve the residual $31m should the unexpected happen.

I would like to take the time to address a number of points in relation to the sale that we know are important to our shareholders.

- As you will hear shortly in Connie's presentation the underlying business has continued to grow and to strengthen and the day to day opportunities emerging for OneVue are unprecedented. Although it is unfortunate that events in relation to the sale have unfolded as they have they to date they have not affected our existing clients, our opportunities, our strategy nor our commitment to the business.
- We announced that we will take additional security over liquid assets as part of the terms of agreeing to extend the deferred purchase price due date. Some of our shareholders have asked us to provide specific details of the existing and new security. What we can say is that all security is over ongoing and unencumbered business assets within the Sargon Capital Group. We do not think it is prudent to risk potential diminishment in the value of those assets by specific disclosure of more details at this time. Should we be required to call on our security in the future we will disclose details at that time. We have as you would expect considered our legal rights and alternatives in some detail and in the event that the deferred purchase price is not paid in full prior to May 2020 we will naturally be taking all actions available to us to recover any amount outstanding including under the security.
- Whilst 30 May 2020 is the final date for the full $31m to be paid Sargon must pay down the deferred purchase price as a priority as and when they complete any financing or fundraising transaction to raise additional funds.

- We have imposed an 8% interest fee on any amount outstanding, payable monthly in cash. We will be redirecting all the proceeds from the 8% interest fee earned into a buy-back of shares up to 10% of the shares on issue in any 12-month period. Once the buy-back is initiated we may find that it makes sense to continue with the buy-back scheme even if the outstanding amount has been paid in full. We will determine the practicalities of continuing with the scheme based on the share price and opportunities available to us at that time.

- We remain committed to paying our shareholders a 2.19 cents per share dividend in this financial year from the proceeds of the deferred purchase price.

OneVue has continued to grow, win new clients and stay the course in challenging circumstances. We do however acknowledge the impact the sales process has had on our results and shareholders over this period.

Nevertheless, that can change quickly and it remains the right strategic decision for OneVue to divest itself of a third party regulatory business and focus our attention on the core businesses of Platform Services and Fund Services.

It has also been my observation that there will always be challenges in running any company, particularly a financial services publicly listed company in this environment. It is how management responds to those challenges that matters most and it is my observation that the leadership of OneVue has continued to deliver despite what has been the circumstances, they have continued to embrace the changing financial services environment and to deliver a strategy that is right for the times all whilst servicing a large and extraordinarily diverse and valued client base.

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Financial highlights for 2019

The fact is the underlying OneVue business has got stronger. OneVue revenues in the last financial year rose by 35%, with Fund Services representing 64% of total revenues and Platform Services 36%. Most importantly, 93% of revenue is recurring revenue which underscores the quality of our revenues.

EBITDA rose by 59% and adjusted NPATA was up by 34%.

Finally, OneVue declared a net gain of $8.6m from divestments.

The year ahead

The simplification of our business model and the sharpening of our focus on the core businesses, Fund Services and Platform Services will allow us to focus on continuing to grow the business both organically and by acquisition.

Our people and shareholders

The 2019 year proved challenging for most financial services companies including OneVue.

The leadership provided by our Managing Director Connie Mckeage and her Management Team during the 2019 financial year demonstrated the unwavering strength and commitment they have to building the OneVue business and creating shareholder value even during times of adversity.

The sense of teamwork and culture engendered by our leadership team is something recognised and appreciated by the Board and often referred to by clients.

Finally, I wish to acknowledge the support of our shareholders. The Board and our Management Team recognise and are very aware of the need for OneVue to convert what has been built into tangible long term benefits for our shareholders. We remain committed to deliver that you.

Ron Dewhurst
Chair

2019 AGM Managing Director's Address

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Welcome everyone and thank you so much for joining us here today at our 2019 Annual General Meeting.

As Ron said it has been a challenging year and it has really tested our fortitude. Although the business delivered strong financial results for the year ended June 30th including higher revenues, EBITDA growth and EBITDA margin improvement many of our achievements were overshadowed by the ongoing uncertainty surrounding the sale proceeds due from the sale of the Diversa Trustee business to Sargon Capital.

So before I address this year's results I would like to pause and elaborate on some of the points made by our Chair Ron Dewhurst.

We made the strategic decision to focus management's time on the high growth businesses of Platform Services and Fund Services. Our commitment to divest ourselves of all third party regulatory businesses has not changed.

The Sargon offer for the Trustee business was higher than any other offer made for the business. For Sargon, adding Diversa Trustees to their existing Trustee services businesses was and remains an important synergistic strategic initiative.

That has not changed.

The issue we have had to manage however and which we acknowledge has impacted our results and shareholders is the timing of the deferred consideration due of $31m. As a Management Team and Board we have carefully considered the risks and we are unanimous in our belief that the best course of action at this time has been to grant Sargon Capital additional time. We have no doubt that the Sargon Board and Management are extremely focused on raising the capital required to close out the outstanding amount.

Despite this outstanding matter the OneVue business itself has continued to perform well. I can only emphasise the theme from our Annual Report - difficult paths often lead to beautiful destinations and we continue to have incredible opportunities before us.

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This year was marked by the completion of the simplification of the business freeing Management to focus more on high growth core sectors of Fund Services and Platform Services with Fund Services, for the first time representing over 60% of OneVue's total revenues.

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Having completed the simpification process, our key focus is now on delivering high growth with margin uplift. We intend to achieve this by concentrating on four key strategic initiatives:

- Driving automation and integration
- Continuing to innovate
- Increasing scale and
- Building OneVue's profile

Slide 6

There are strong tailwinds and clear growth runways in both Fund Services and Platform Services.

Moving first to Platform Services. The Platform Services business delivered record gross and net inflows while remaining in the top tier of platforms as ranked by Investment Trends. Platform Services' record FUA growth delivered increased scale and EBITDA profitability.

Platform Services continues to benefit from the well-publicised shift to independent platforms. Our focus now is on delivering accelerated scale to deliver a material uplift in margin.

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Turning now to Fund Services. Fund Services has delivered strong revenue growth of 38% and an EBITDA improvement of 27.8%.

We have built a solid base from which to accelerate the growth of the business and this systematic and considered approach to growth in the Fund Services has made our Fund Services Managed Fund Administration business #1 in the industry and its market share continues to grow.

Also the Fund Services Superannuation Member administration business has come from nowhere to now being firmly entrenched into third position in the outsourced superannuation administration market. The acquisition of the KPMG Superannuation administration business in 2018 added depth to our superannuation capability and has positioned us well to continue increasing market share.

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Both Fund Services operating businesses have high-quality, long-term contracts with a number of contracted clients still transitioning. Fund Services managed fund administration services 56 fund managers, processes over 1,000,000 work items, executes over 600,000 trades per annum and administers over $520b in assets – all managed on proprietary technology. It is the preferred partner to 4 of the largest custodians in the market and much of the ongoing investment in the proprietary technology is funded by our clients and partners.

Fund Services managed fund administration is gaining overseas attention. Global players are acutely aware of how challenging it is to win the calibre of clients that have been won and to retain them over a longer period of time.

This business is unequalled in Australia and the combination of proprietary technology along with high quality service specializing in retail funds makes the managed fund administration business unique in the Australian market.

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Importantly across the two businesses 93% of revenues are recurring and the top 10 clients represent less than 38% of revenues. That is uncommon for a business of our size and speaks directly to our ability to manage client and revenue risk within the business. In the short term revenues are sometimes impacted by timing of some of the transitions, particularly those transitions being managed in partnership with the larger institutions. Some of our largest clients have been affected by the new regulatory environment distracting Management and affecting the timing of the revenue. Only the timing of revenues has sometimes been impacted however never the certainty or quantum of the revenues.

What the market rarely sees is the incredible brands OneVue services. We are no doubt the name behind the brands and we strive to be the best invisible trusted partner for these quality companies.

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The market however has also created incredible opportunities for organisations like ourselves who are not determined to hang onto the status quo but embracing industry initiatives such our own Investment Gateway, a highly efficient managed fund execution engine, the ASX block chain, the New Payments Platform and disintermediated proprietary networks.

Importantly we are not alone in our views of how the market is evolving. There is a supportive and powerful ecosystem working alongside us supporting the solutions we are implementing in this new environment.

The industry will best create value if the change agents across the industry continue to work closely together to eliminate non value adding activities from the cost equation delivering a more sustainable cost structure to investors whilst enabling service providers such as OneVue to grow in profitability.

Hence our unwavering focus on automation and integration.

Against this backdrop the opportunities for OneVue in this changing landscape have surprised even us. The pipeline of activity is unprecedented both in number and in size and should we be fortunate enough to win one of the major tenders we are participating in it would have a material impact on both our market and financial position.

I want to finish by genuinely thanking our shareholders. This year has been more difficult than most despite our successes. I can assure you that the Board and Management are doing what they can to ensure that we deliver the returns you deserve for entrusting your money with us.

We appreciate that this cannot be a year of slow or incremental growth.

We hope that soon the challenges of the last year will be behind us and with cash on the balance sheet, no debt and a business model right for the times, we can more aggressively pursue the opportunities we have before us to accelerate our scale and our margin uplift.

So as we close the 2019 financial year with this AGM and stride into 2020 we are extremely well positioned for further growth through a combination of consistent execution, pursuing a strategy that is right for the times and being well placed to strategically and structurally benefit from market changes.

Importantly as we look to the horizon we will stay on point, remain calm in the midst of tremendous change and continue to give ourselves the best chance of continuing to thrive in this new market environment regardless of what the market serves up to us.

Finally, I again thank you our shareholders and our supporters for your support. I would also like to thank my team and the OneVue Board for their commitment and perseverance in walking this rough terrain with me this year.

Connie Mckeage
Managing Director

2019 AGM HRNRC Chair address

On behalf of the OneVue Board I will now talk to the Remuneration Report for the 2019 Financial Year and shortly we will call for a vote on the first resolution being the adoption of the Report.

As you have heard from Ron and Connie, the past year has been an extraordinary one for many reasons. OneVue saw significant growth in the core businesses and associated revenues, and substantial opportunities for growth and profitability have emerged during the course of the year which would impact 2020 and beyond.

We simplified and streamlined the OneVue business but we have also been tested. It is easy to speak of culture and leadership when things are going smoothly but the true test of both is how an organisation and its leadership respond in more challenging circumstances.

We want to ensure that we develop and maintain a remuneration framework that works in all market conditions, that is competitive, objective, ethically sound, and produces outcomes that are fair to both staff and shareholders.

At last year's AGM we outlined OneVue's new executive remuneration framework which was introduced for the 2019 financial year. Key elements of this framework, as outlined in the remuneration report, include the following –

- Remuneration and other terms of employment are formalised in employment contracts
- Senior fixed remuneration levels are in line with relevant market benchmarks
- No termination benefits are payable under employment contracts
- Fixed remuneration may be received in the form of base salary, superannuation and non-monetary benefits
- A proportion of remuneration consists of longer term incentives, which are at risk

In response to the Remuneration Report we have seen two diametrically opposed responses from 2 of the leading proxy advisors, with CGI Glass Lewis recommending in favour of the Report and ISS recommending against.
We think it is therefore important to address the main issues raised by the proxy advisors –
The key matter raised by ISS is the increase in the MD's level of fixed pay from $194,050 in 2018 to $297,473 in 2019.

We have benchmarked the MD's salary against other publicly listed companies of OneVue's size and even with the increase in fixed pay, Connie's salary remains well below market.

The below market salary is not an uncommon one for founders of a business. Connie like many founders made both financial and personal sacrifices during the establishment of the business. OneVue however is well past the establishment phase, we now employ over 300 people, and it is a publicly listed company with all of the responsibilities and challenges that running a publicly listed company entails.

Although on the face of it the percentage increase looks substantial, it has come off a very low base and the total remuneration number is what should be assessed. As a result, I would like to make the following additional points:

- Connie's 2019 salary remains substantially under market benchmarks for equivalent Managing Director positions. That also means that when we are thinking about succession planning it would be difficult (to say the least) to find a candidate of Connie's calibre and experience for this salary. The Board therefore sees it as necessary to close the gap, while recognising the ongoing need to manage the total costs in the business.

- As a reminder in prior years Connie has forfeited her performance rights in lieu of cash salary and/or bonus.

While CGI Glass Lewis noted the increase as large in percentage terms it also recognised Connie's new salary level in absolute terms was still "fairly modest" (their words) and therefore did not raise a concern. The financial services market remains a highly competitive one for talent and the remuneration earned by Connie remains at the lower end of market expectations.

The OneVue Board will continue to benchmark senior executive salaries and we have noted where we can further improve our communication in relation to the Remuneration Report, including in future years a fuller explanation of any significant moves in base salary.

ISS also raised concerns about the payment of discretionary cash bonuses to 2 senior executives, being Richard Harris-Smith and Ash Fenton, of $20,000 each. These payments acknowledged Richard for overseeing the largest managed fund transition ever executed in Australia and Ash for undertaking substantial M&A activity over the course of the year.

These payments were very modest in total and were not raised as a concern by CGI Glass Lewis.

Given the performances of both these executives during 2019 in very challenging circumstances the Board felt that these modest payments were well justified. We do however recognise that the Remuneration Report should provide context and an explanation of all bonus payments made to senior executives.

Moving forward, we still have more work to do to ensure the remuneration framework at OneVue is fit for purpose, is market competitive, and operates in the best interests of all stakeholders. We now have a framework in place that should recognise and reward long term value creation, but we will continue to work on the detail to ensure targets and hurdles are fair and are aligned to our long term aspirations for the business.

Stephen Knight
Chair of the HRNRC

About OneVue Holdings Limited (ASX: OVH)

OneVue is an ASX listed High growth technology business *with* service leveraged to the superannuation sector. The business operates through two core divisions: Fund Services, and Platform Services.

OneVue is number 1 in Fund Services managed fund administration and number 3 in Superannuation Member Administration. Platform Services was recognised in Investment Trends' December 2017 Platform Competitive Analysis and Benchmarking Report as ranking third in full function platforms, the winner of 'Most New Developments' Award for the second year running and winner of 'Product Offering' Award. In 2017 and 2018, OneVue was awarded 'Best Innovator' in the Self-Managed S

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Strength in numbers