

Announcement

OneVue Holdings Limited (ASX: OVH)

15 December 2014



OneVue to take control of Super Managers Australia

Expands retail superannuation administration footprint

OneVue Holdings Limited (OneVue) will take control of Super Managers Australia Pty Ltd (SMA), expanding the group's wholesale offering further into superannuation administration.

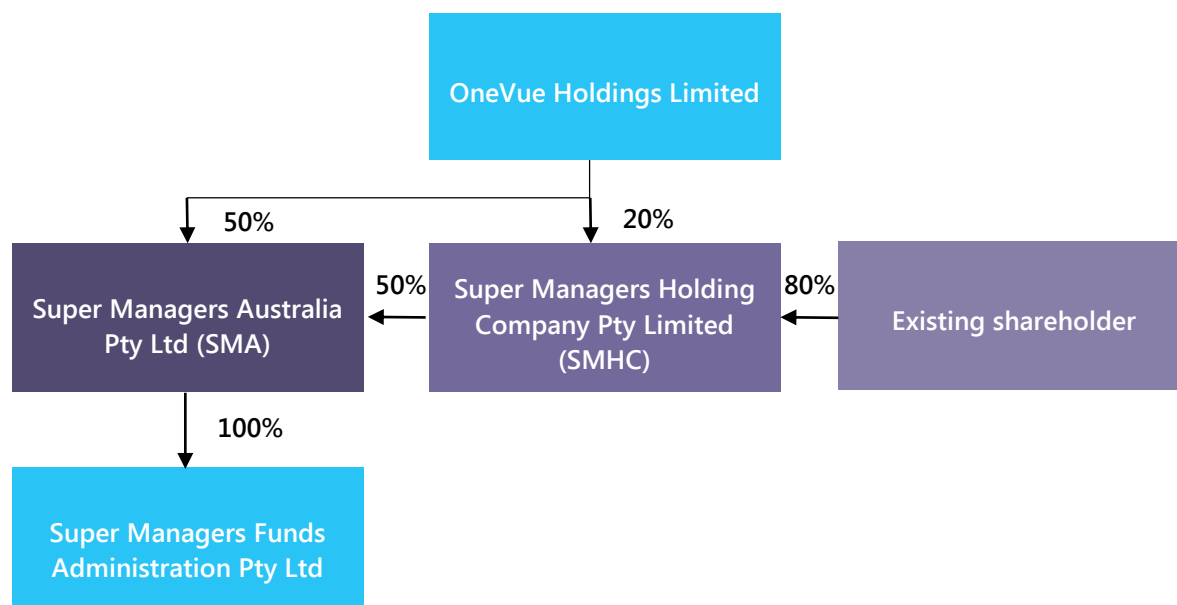
OneVue will acquire 50 percent of SMA and a 20 percent stake in its parent company Super Managers Holding Company Pty Limited (SMHC). The SMA acquisition includes its subsidiary Super Managers Funds Administration Pty Ltd, a retail superannuation administrator. *See below for corporate ownership chart and following page for transaction detail.*

"The SMA acquisition is part of OneVue's objective of further scaling our middle to back office administration capability whether that be via organic growth or by acquisition," OneVue Group CEO Connie Mckeage said.

"The purchase will complement OneVue's existing investment administration business. As much as this transaction is intended to create opportunities for new clients, it's also about strengthening services and increasing capabilities offered to existing clients," Ms Mckeage added.

This is the second transaction with SMA this year, with OneVue acquiring the self-managed superannuation fund administration business in May. Both the enhanced retail superannuation services and the self-managed superannuation service form part of the OneVue platform services relaunch set for the first half of 2015.

Corporate ownership chart (following completion)





Transaction detail

OneVue has entered into a share subscription agreement, shareholder agreement and subject to meeting the conditions precedent, will enter into a deed to discharge OneVue's \$1.5 million loan to SMA, in exchange for SMA issuing shares to OneVue, giving OneVue a 50 percent equity interest in SMA. OneVue will have board control.

OneVue will also acquire a 20 percent shareholding in SMHC from a third party for \$200,000 cash.

Conditions precedent include the other 50 percent shareholder giving personal and corporate guarantees in relation to \$3.5 million in borrowings of Super Managers Funds Administration and SMA obtaining approval from the lender for the change of control. A further condition precedent is that the third party sell their 20 percent shareholding in SMHC to OneVue.

We expect completion of the transactions in early 2015.

The transactions will have a neutral impact on EBITDA for FY2015. OneVue's prospectus for its initial public offer of securities included information about the following agreements between OneVue and SMA and Super Managers Funds Administration: Put & Call Option Deed, First Right of Refusal Deed and Deed of Loan. These three deeds are replaced by the above agreements.

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About OneVue Holdings Limited (ASX: OVH)

OneVue is evolving the way Australians manage their investments in a digital environment. The company provides wholesale services to the wealth management industry with a focus on superannuation. The OneVue Group includes Select Investment Partners Ltd, SMSF Managers Pty Ltd and MAP Funds Management Ltd. For further information, please visit: onevue.com.au