



ONEMARKET™

26 July 2019

The Manager
Company Announcements Office
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

**ONEMARKET LIMITED (ASX:OMN)
NOTICE OF 2019 ANNUAL GENERAL MEETING**

In accordance with Listing Rule 3.17, OneMarket attaches the Notice of 2019 Annual General Meeting and Proxy Form, which will be distributed to shareholders today.

Yours faithfully

ONEMARKET LIMITED

**Simon Tuxen
Company Secretary**



Notice of 2019 Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of OneMarket Limited (ACN 623 247 549) will be held at King & Wood Mallesons on Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney, New South Wales, Australia on Wednesday, 28 August 2019 at 9:00am (AEST).

Chairman's Letter

Dear Fellow Shareholders

I am pleased to invite you to attend the 2019 Annual General Meeting (**AGM**) of OneMarket Limited (**OneMarket**) which has been scheduled as follows:

Date: Wednesday, 28 August 2019

Time: 9:00am (AEST)

Venue: King & Wood Mallesons
Level 61, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
Australia

This will be OneMarket's first AGM as an ASX listed company since it was demerged from Westfield Corporation Limited.

The items of business to be considered at the AGM are set out on the following pages, along with explanatory notes containing further details on those items, voting instructions and other important information for you in relation to the AGM.

You are encouraged to attend the AGM in person. If you decide to attend, you will need to register at one of the registration desks on the day. The registration desks will be open from 8:45am (AEST).

If you are unable to attend the AGM in person, you are encouraged to appoint a proxy to vote on your behalf. You can appoint a proxy by completing and returning your enclosed proxy form in accordance with the instructions on the form or online at www.investorvote.com.au.

We welcome questions from shareholders before and during the meeting. Questions should be relevant to the AGM, the content of the Auditor's Report for the financial year ended 31 March 2019 or the conduct of the audit. You can ask OneMarket or the auditor a question in the following ways:

- Via email to investor@onemarketnetwork.com.
- Online at www.investorvote.com.au.
- Post or fax your question to the OneMarket share registry. You can use the envelope provided to post your question. Registry contact details are included in this booklet.
- In person at the meeting.

The Board and senior management look forward to welcoming you to the AGM.

Yours sincerely

Steven Mark Lowy AM

Chairman

Notice of Annual General Meeting

The 2019 Annual General Meeting (**AGM**) of OneMarket Limited (**OneMarket** or the **Company**) will be held at King & Wood Mallesons on Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney, New South Wales, Australia on Wednesday, 28 August 2019 at 9:00am (AEST).

Ordinary Business

Financial Report, Directors' Report and Auditor's Report

To consider the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 March 2019.

Resolution 1 – Appointment of the Auditor

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“THAT Ernst & Young be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting.”

Resolution 2 – Adoption of the Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the Remuneration Report of the Company for the financial year ended 31 March 2019 be adopted.”

Resolution 3 – Re-election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“THAT Mr Brian Long, who retires as a Director of the Company in accordance with clause 10.7(b) of the Constitution of the Company and, being eligible, offers himself for election, be re-elected as a Director of the Company.”

Additional information: Please refer to the enclosed Explanatory Notes for more information on each item of business. The Explanatory Notes form part of this Notice of Meeting.

By Order of the Board

Simon Tuxen

Company Secretary

26 July 2019

Important information for shareholders

Eligibility to attend and vote at the AGM

You are eligible to attend and vote at the AGM if you are registered as a holder of ordinary shares in the Company (**Ordinary Shares**) at 7pm (AEST) on Monday, 26 August 2019.

You can vote either by attending the AGM in person or by completing and returning your proxy form (as set out below).

Joint holders

If you hold your Ordinary Shares jointly, you and the other holders may attend the AGM. However, if more than one joint holder votes, only the vote of the holder named first in the register will be accepted.

Appointing a proxy

If you are entitled to attend and vote at the AGM you may appoint a proxy to attend and vote for you at the AGM. You do this by following the directions on your enclosed proxy form. If you do not give any directions to your proxy, they may vote as they choose (subject to the voting restrictions outlined below).

Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company.

You cannot appoint more than two proxies to attend the AGM or vote for you at the AGM. If you do appoint two proxies to attend and vote for you, you must specify the proportion or number of votes that each of your two proxies can exercise. If you do not do that, each proxy may exercise half of your votes.

If you have specified how your proxy is to vote on a resolution, your proxy must vote the way you have specified. Your proxy can only vote on the resolution that you are entitled to vote on.

If you have specified how your proxy is to vote on a resolution, but your proxy does not attend the AGM – or does not vote on that resolution – then the Chairman will vote as you have directed (subject to the voting restrictions outlined below).

Chairman's voting intentions

The Chairman intends to vote all available proxies in favour of all three resolutions. If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you have not specified the way to vote on a resolution, the Chairman will exercise your votes in favour of the relevant resolution (subject to the voting restrictions outlined below).

Submitting your proxy form

Proxy forms must be received by the Company's share registry by 9:00am (AEST) on Monday, 26 August 2019.

Your proxy form can be submitted:

Online: www.investorvote.com.au

In person: Computershare Investor Services Pty Limited

Street address: Level 3, 60 Carrington Street, Sydney NSW 2000

Via post: GPO Box 242, Melbourne, VIC 30001 Australia

Via fax: 1800 783 447 (within Australia) or +61 3 9473 2555

Asking questions at the AGM

The Company welcomes questions at the AGM from shareholders.

Questions should be relevant to the AGM, the content of the Auditor's Report for the financial year ended 31 March 2019 or the conduct of the audit.

To ensure that as many shareholders as possible have the opportunity to ask questions at the AGM, shareholders are requested to keep questions as brief as possible.

Shareholders are also invited to submit questions before the AGM:

Online: www.investorvote.com.au

Via email: investor@onemarketnetwork.com

In person: Computershare Investor Services Pty Limited

Street address: Level 3, 60 Carrington Street, Sydney NSW 2000

Via post: GPO Box 242, Melbourne, VIC 30001 Australia

Via fax: 1800 783 447 (within Australia) or +61 03 9473 2555

Corporate representatives

A body corporate who is a shareholder or proxy must appoint an individual as its corporate representative if it wishes to attend and vote at the AGM. If you are a corporate representative, you will need to bring evidence of your appointment as a corporate representative to the AGM or have previously provided the Company with evidence of your appointment.

Powers of attorney

If you appoint an attorney to attend and vote at the AGM on your behalf, or your proxy form is signed by an attorney, the power of attorney (or a certified copy) must be received by the Company's share registry by 9:00am (AEST) on Monday, 26 August 2019, unless the power of attorney has previously been lodged with the Company's share registry. Powers of attorney may be submitted by post or hand delivery to the addresses shown above for the lodgement of proxy forms.

Voting restrictions

Resolution 2 (Adoption of the Remuneration Report)

The Company will disregard any votes cast on resolution 2:

- by or on behalf of any member of the Company's key management personnel (**KMP**) named in the Company's 2019 Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; and
- by any member of the Company's KMP as at the date of the AGM or their closely related parties, as proxy for another shareholder.

However, the votes will not be disregarded if they are cast as a proxy for a person entitled to vote on resolution 2:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chairman as the proxy form expressly authorises the Chairman to exercise proxies on resolution 2 despite the fact resolution 2 is connected with the remuneration of the Company's KMP.

Express authority of the Chairman

If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you do not mark a voting box for resolution 2, then by signing and returning the proxy form you will be expressly authorising the Chairman to exercise the proxy in respect of resolution 2 (even though it is connected with the remuneration of one or more of the Company's KMP).

Receiving copies of the Company's annual reports

As a shareholder, you may elect to receive, free of charge, a copy of the Company's annual report for each financial year and can choose whether to receive each annual report in hard-copy or electronically.

You may make your election by contacting the Company's share registry.

If you do not make an election, you will be able to access the Company's annual reports (including its 2019 Annual Report) at <https://wcsecure.weblink.com.au/pdf/OMN/02110343.pdf>.

Explanatory Notes

Discussion of the Financial Report, Directors' Report and Auditor's Report

The Financial Report, Directors' Report and Auditor's Report (together, the **Reports**) of the Company for the financial year ended 31 March 2019 will be put before the AGM. Each of these reports is contained in the Company's 2019 Annual Report which is available online at <https://wcsecure.weblink.com.au/pdf/OMN/02110343.pdf>.

While this item does not require a formal resolution to be put to the AGM, shareholders will be given a reasonable opportunity to comment and raise questions on the matters contained within the Reports. Shareholders will also be able to ask questions of the Company's auditor who will be attending the AGM.

Resolution 1 – Appointment of the Auditor

Ernst & Young (**EY**) was appointed by the Board to act as auditor of the Company in accordance with section 327A(1) of the Corporations Act.

Under section 327A(2) of the Corporations Act, EY will hold office as auditor until the AGM. The Board is therefore seeking shareholder approval for the re-appointment of EY as auditor of the Company with effect from the close of the AGM.

Following a review of organisations that have the capacity to provide auditing services to the Company, EY was appointed by the Board on the basis of its expertise, independence and proposed fees.

In accordance with section 328B of the Corporations Act which requires a shareholder to nominate the auditor, a written notice nominating EY as the Company's auditor has been given to the Company by Steven Mark Lowy AM, a shareholder of the Company. A copy of the notice of nomination is included with this Notice of Meeting. EY has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company.

Recommendation

The Board recommends that shareholders vote in favour of this item.

Resolution 2 – Adoption of the Remuneration Report

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its Remuneration Report for the relevant financial year.

The Company's Remuneration Report for the financial year ended 31 March 2019 is set out in the Company's 2019 Annual Report.

The report outlines the Company's executive remuneration framework and the remuneration outcomes for the Company's KMP for the financial year ended 31 March 2019.

The vote on this item is advisory only and does not bind the Board or the Company. However, the Board will consider and take into account the outcome of the vote and feedback from shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

As a result of provisions in the Corporations Act known generally as the "two strikes rule", shareholders should note that the result of the vote on this resolution may affect next year's AGM. If 25% or more of the votes cast on this resolution are "against" the resolution both at this AGM and next year's AGM then a further resolution on whether to hold a meeting to spill the Board would need to be considered at next year's AGM.

Recommendation

The Board recommends that shareholders vote in favour of this item.

Resolution 3 – Re-election of Director

In accordance with the requirements in the Company's Constitution, Brian Long, Non-Executive Director, will retire at the AGM and, being eligible, offer himself for re-election.

The Board, with the assistance of the Remuneration and Nomination Committee, has reviewed the performance of Mr Long standing for re-election and has endorsed his nomination as a candidate for re-election.

The relevant skills and experience of Mr Long are set out below.

Brian Long

Term of office:

7 June 2018

Independent:

Yes

Special responsibilities:

Chairman of Audit and Risk Committee

Member of Nomination and Remuneration Committee

Skills and Experience:

Brian Long is a Non-Executive director of OneMarket Limited and Brambles Limited. He retired as a partner of Ernst & Young on 30 June 2010. Until that time, he was the Chairman of both the Ernst & Young Global Advisory Council and the Oceania Area Advisory Council. He was one of the firm's most experienced audit partners with over 30 years' experience in serving as audit signing partner on major Australian public companies including those in the financial services, property, insurance and media sectors. He is also a Council Member and Chairman of the audit committee of UNSW Sydney, a trustee of the Centennial Park and Moore Park Trust and previously, non-executive Director of Commonwealth Bank of Australia and Ten Network Holdings Limited.

Recommendation

The Board (other than Brian Long) recommends that shareholders vote in favour of Brian Long's re-election.



ONEMARKET™

ABN 28 623 247 549

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182739

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 9:00am (AEST), Monday 26 August 2019.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of OneMarket Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of OneMarket Limited to be held at the King & Wood Mallesons on Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney, New South Wales, Australia on Wednesday, 28 August at 9:00 am (AEST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Appointment of the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Brian Long	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____