

FAX TO ASX:  
1300 135 638

Form 604  
Corporations Act 2001  
Section 671B

①

## Notice of change of interests of substantial holder

To: Company Name/Scheme

ONEMARKET LIMITED

ACN/ARCN

623 247 549

### 1. Details of substantial holder(1)

Name

SAMUEL TERRY ASSET MANAGEMENT PTY LTD

ACN/ARCN (if applicable)

108 611 785

There was a change in the interests of the substantial holder on

27/2/19

The previous notice was given to the company on

27/12/18

The previous notice was dated

27/12/18

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD SHARES	9,371,196	9.0%	10,481,445	10.1%

### 3. Changes in relevant interests

SEE ANNEXURE B

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected

### 4. Present relevant interests

SEE ANNEXURE A

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (6)	Nature of relevant interest (6)	Class and number of securities	Person's votes

②

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**6. Addresses**

The addresses of persons named in this form are as follows:

SEE ANNEXURE C

Name	Address

**Signature**

print name

FRED WOOLLARD

capacity

DIRECTOR

sign here

F. R. Woollard

date

11/3/2019

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Samuel Terry Asset Management Pty Ltd ("STAM")  
ACN: 108 611 785  
[www.samuelterry.com.au](http://www.samuelterry.com.au)

Annexure to Form 604  
OneMarket Limited. ACN: 623 247 549

**Annexure A**

Holder of Relevant Interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Number of ORD shares held
STAM	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd as sub-custodian of the Samuel Terry Absolute Return Fund	STAM controls the shares as trustee of, and by virtue of a management agreement with the Samuel – Terry Absolute Return Fund ("STAR Fund")	10,115,945
Fred Woollard	Fred Woollard	Fred Woollard	Direct holding. Fred Woollard is a Director of STAM	500
Therese Cochrane	Therese Cochrane	Therese Cochrane	Direct holding. Therese Cochrane is an associate of STAM	50,000
Nigel Burgess and Yukari Burgess as trustees of the Nenkin Superannuation Fund ("NSF")	Nigel Burgess and Yukari Burgess as trustees of NSF	Nigel Burgess and Yukari Burgess as trustees of NSF	Units owned on behalf of superannuation fund. Nigel Burgess is a director of STAM	200,000
M Conway Investments Pty Ltd as trustee for the Conway Family Trust ("CFT")	M Conway Investments Pty Ltd as trustee for CFT	M Conway Investments Pty Ltd as trustee for CFT	Units owned on behalf of family trust. Mike Conway is a Director of M Conway Investments Pty Ltd and an associate of STAM	115,000
<b>TOTAL</b>				<b>10,481,445</b>

**Annexure B**

**Purchases by STAM and associates since 27 December 2018**

Holder of relevant interest	Date	Consideration	Number of ORD shares
STAR Fund	31-Dec-18	\$182,763.14	323,136
STAR Fund	23-Jan-19	\$102,016.88	166,326
STAR Fund	24-Jan-19	\$213,650.12	350,456
STAR Fund	25-Jan-19	\$6,361.80	10,019
STAR Fund	29-Jan-19	\$31,129.21	48,916
STAR Fund	30-Jan-19	\$33,640.43	53,334
STAR Fund	31-Jan-19	\$26,178.83	41,657
STAR Fund	1-Feb-19	\$5,987.90	9,337
STAR Fund	25-Feb-19	\$19,148.36	29,411
STAR Fund	27-Feb-19	\$46,960.21	71,962
STAR Fund	28-Feb-19	\$3,722.76	5,696

**Annexure C**

**Addresses**

- STAM, STAR Fund, Fred Woollard, Therese Cochrane, Nigel Burgess and Yukari Burgess ATF NSF, M Conway Investments Pty Ltd ATF CFT: PO Box R1743 Royal Exchange 1225.
- JP Morgan Nominees Australia Ltd: 85 Castlereagh St Sydney 2000

These pages comprise the Annexures A, B and C referred to in Form 604, Notice of change of interests of substantial holder.

*F.R. Woollard*

*FRED WOOLLARD, DIRECTOR, STAM*

*1 MARCH 2019*