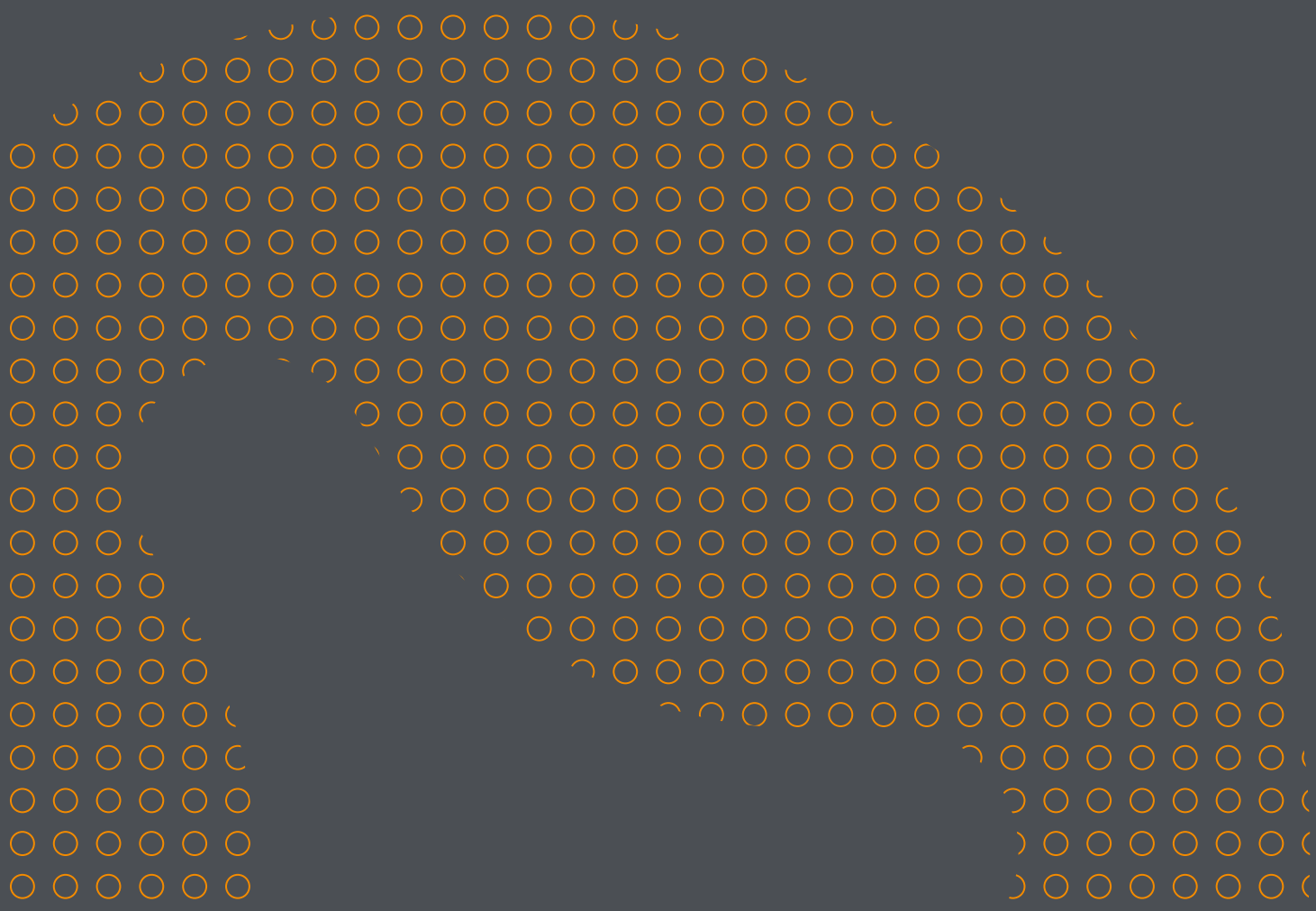




NOTICE OF MEETING 2016

OzForex Group Limited
ACN 165 602 273



CHAIRMAN'S LETTER

DEAR SHAREHOLDER

I am writing to invite you, as a shareholder in OzForex Group Limited (OFX or the Company), to attend our Annual General Meeting (the Meeting) on Wednesday 3 August 2016.

The Meeting will be held in Room II, Establishment Hotel, 252 George Street, Sydney. The Meeting will commence at 4pm with registration available from 3.30pm.

Richard Kimber, Chief Executive Officer and Managing Director, and I, will present to the Meeting on the Company's performance for the financial year to 31 March 2016 and immediate outlook. It has been another strong year for OFX, and we look forward to reporting on our achievements and our plans for the year ahead, and answering any questions you may have.

Following my address and Richard's address, we will cover the formal business of the Meeting, the details of which are set out in the accompanying Notice of Meeting and Explanatory Notes.

A Voting/Proxy Form is included in this information pack. The Form contains a barcode to assist with the registration process at the meeting. If you attend the Meeting, please bring this barcoded form with you. If you are not attending the Meeting, the Form allows shareholders to either lodge their vote directly or appoint a proxy to vote on their behalf. Please refer to the Notice of Meeting and the Voting/Proxy Form for more information.

Any body corporate holder of OFX shares, or any body corporate appointed as a proxy, wishing to act through a representative at the meeting may do so by providing that person with a letter, executed in accordance with the body corporate's constitution, authorizing him or her to act as a representative of the body corporate.

If you would like to submit questions on any shareholder matters that may be relevant to the Meeting then please email your questions to investors@ofx.com. While time may not permit me to address all questions, Richard and I will endeavour to address any questions received as part of our presentations. The answers to all questions received will be posted on OFX's website.

An archived webcast of the Meeting will be available on the OFX website at www.ofx.com/investors within a day of the meeting. The presentations will be released to the ASX just prior to the start of the meeting and will also be available on the website.

You are invited to join the Board and management for drinks at the conclusion of the Meeting. I look forward to seeing you then, and thank you for your ongoing support of OFX.

Yours sincerely



PETER WARNE
CHAIRMAN

NOTICE OF MEETING

The Annual General Meeting (AGM) will be held on Wednesday, 3 August 2016, commencing at 4pm (Sydney time) in Room II, Establishment Hotel, 252 George Street, Sydney.

ITEMS OF BUSINESS

1. Reports

To receive and consider the Financial Report and the Reports of the Directors and Auditor for the year ended 31 March 2016.

2. Remuneration Report

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

"To adopt the Remuneration Report for the year ended 31 March 2016."

3. Election of Directors

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

"That Melinda Conrad, being a Director who is retiring by rotation, and being eligible, offers herself for re-election, be elected as a director of the Company."

4. Change of name

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

"That for the purposes of section 157(1) of the Corporations Act 2001 (Cth) and for all other purposes, the Company adopt 'OFX Group Limited' as the name of the Company."

5. Executive Share Plan

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

"That for the purposes of exception 9 of ASX Listing Rule 7.2, sections 259B(2) and 260C(4) of the Corporations Act 2011 (Cth) and for all other purposes, the OFX Group Limited Executive Share Plan and future issues of securities under that Plan, as described in the Explanatory Memorandum, be approved."

6. Approval of issue of shares and loan to Mr Richard Kimber

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

"That, conditional upon item 5 being approved, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for:

- (a) the issue and allotment to Mr Richard Kimber of ordinary shares under the OFX Group Limited Executive Share Plan (Executive Share Plan) as described in the Explanatory Memorandum; and*
- (b) the provision of a Loan to Mr Richard Kimber to assist him to acquire the shares under the Executive Share Plan as described in the Explanatory Memorandum."*

VOTING EXCLUSION STATEMENT

Resolutions 2, 5 and 6

The Company will disregard any votes cast (in any capacity) on item 2 by or on behalf of:

- a member of the key management personnel of the Company (KMP) as disclosed in the 2016 Remuneration Report; and
- a closely related party of those persons (such as close family member members and any companies the person controls);

unless the vote is cast as a proxy for a person who is entitled to vote, and:

- the vote is cast in accordance with the direction on the Voting/Proxy Form; or
- in the absence of a direction on the Voting/Proxy Form, the vote is cast by the Chairman of the Meeting.

The Company will disregard any votes cast as a proxy on items 2, 5 and 6 by:

- a member of the key management personnel of the Company (KMP) as at the date of the Meeting; and
- a closely related party of those persons (such as close family member members and any companies the person controls);

where the proxy appointment does specify how the proxy is to vote, unless the vote is cast by the Chairman of the Meeting.

In addition, in accordance with the ASX Listing Rules, the Company will disregard any votes cast on items 5 and 6 by Richard Kimber (being the only director eligible to participate in the OFX Group Limited Executive Share Plan and the OFX Group Limited Long Term Incentive Plan) and any associated person of Mr Kimber. However, OFX will not disregard a vote cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the Voting/Proxy Form; or
- the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Voting/Proxy Form.

Appointing a Proxy

- Shareholders who are unable to attend the AGM and do not choose to use Direct Voting are entitled to appoint a proxy to act at the AGM on their behalf, and to vote in accordance with their instructions on the Voting/Proxy Form;
- A proxy need not be a shareholder of OFX;
- To appoint a proxy, mark 'X' in Method 2 on the Voting/Proxy Form. A proxy may be an individual or a body corporate. Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit;
- The Chairman of the Meeting intends to vote all available and undirected proxies in favour of each item of business;

- If a shareholder appoints a KMP (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on item 2, item 5 or item 6 unless the shareholder directs the KMP how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default and the shareholder does not make a mark a voting box for item 2 or item 5 or item 6, then by signing and returning the Voting/Proxy Form the shareholder will be expressly authorizing the Chairman of the Meeting to exercise the proxy in respect of the relevant item even though the item is connected with the remuneration of the KMP;
- If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of votes each proxy is appointed to exercise.

Sending us your Direct Vote or Proxy

The Voting/Proxy Form (and the power of attorney or other authority, if any, under which a proxy form is signed or a certified copy of the power or other authority must be received by Computershare Investor Services by no later than 4pm on Monday 1 August 2016.

Proxies (and, if applicable, authorities) may be lodged:

Online at www.computershare.com.au

If you wish to submit your direct vote or your appointment of proxy and voting instructions electronically, visit the share registry website. You will need your Security Holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.

By mail

Completed Voting/Proxy Forms must be received by the Share Register, Computershare Investor Services Pty Limited, at GPO Box 242, Melbourne, VIC, 3001 or by fax to +61 3 9473 2555. A return envelope is provided.

If your direct vote or appointment of a proxy is signed by an attorney, or in the case of direct vote or proxy submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar, Computershare at 60 Carrington Street, Sydney, NSW, 2000.

Determination of shareholders' right to vote

The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm on Monday 1 August 2016. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

EXPLANATORY MEMORANDUM

AGENDA ITEM 1: FINANCIAL REPORT AND REPORTS OF THE DIRECTORS' AND AUDITOR'S

In accordance with the Corporations Act 2001, the Financial Report, Directors' Report and Auditor's Report for the year ended 31 March 2016 will be put before the Annual General Meeting (AGM). These Reports are in OFX's 2016 Annual Report and can be accessed on our website at www.ofx.com/investors.

This item does not require a formal resolution and accordingly, no vote will be held on this item. Shareholders will, however, be given a reasonable opportunity to ask questions on these Reports during discussion on this item.

ITEM 2: REMUNERATION REPORT

Shareholders are asked to adopt the Remuneration Report for the year ended 31 March 2016. The Remuneration Report is in the Directors' Report in OFX's 2016 Annual Report and can be accessed on the website at www.ofx.com/investors.

The Directors' trust that the Remuneration Report assists in your understanding of the remuneration structure and remuneration objectives at OFX.

Under the Corporations Act 2001, the vote on this Resolution is advisory only and does not bind the Board or OFX. However the Board and Remuneration and Nomination Committee will take the outcome of the vote into account when considering future remuneration policy for non-executive Directors and Executives.

Shareholders should note that if 25% or more of the votes cast on this resolution are against adoption of the Remuneration Report, the first element in the Board spill provisions introduced in 2011 (known generally as the 'two strikes rule') will be triggered. This would require a resolution on whether to hold a further meeting to spill the Board (a 'spill resolution') to be put to shareholders at the 2017 AGM if a 'second strike' was to occur at the 2017 AGM.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of the adoption of the Remuneration Report.

The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

ITEM 3: RE-ELECTION OF DIRECTORS



Ms Melinda Conrad is retiring by rotation and standing for re-election, in accordance with clause 47(b) of the Company's Constitution and Listing Rule 14.4, and being eligible, offers herself for re-election as a director of the Company.

Melinda Conrad

Non-Executive Director – MBA (Harvard), FAICD
Chair of the Remuneration and Nomination Committee and
Member of the Audit, Risk and Compliance Committee

Age: 47 years

Appointed: 19 September 2013

Independent director

Resident – Sydney, Australia

EXPERIENCE

Melinda joined the OFX Group in September 2013 and has over 20 years' experience in business strategy and marketing. Melinda's prior professional experience includes executive roles at Harvard Business School, Colgate-Palmolive, and several retail businesses. Melinda was previously a director of APN News & Media Limited and David Jones Limited.

CURRENT DIRECTORSHIPS

Director

The Reject Shop Limited, the George Institute for Global Health,
The Centre for Independent Studies

Member

Minter Ellison Advisory Council; Australian Institute of Company
Directors Corporate Governance Committee

Interest in shares: 100,000 ordinary shares

The Board supports the re-election of Ms Conrad to the Board and (Ms Conrad abstaining) unanimously recommends that shareholders vote in favour of the re-election of Ms Conrad as a Director.

The Chairman of the Meeting intends to vote all available and undirected proxies in favour of this resolution.

ITEM 4: CHANGE OF COMPANY NAME

On 5 August 2015, the Company announced that it intended to rebrand to a single global brand 'OFX' in order to, among other things, reflect the global nature of OFX's business, make the Company more identifiable to customers globally and to make marketing more efficient. This process has now been completed in Australia and is underway in the Company's other geographies.

To align the identity of the Company with the global 'OFX' brand, the Company proposes to change its name from OzForex Group Limited to OFX Group Limited.

Under section 157(1) of the Corporations Act 2001 (Cth) (Corporations Act), a company must obtain shareholder approval by a special resolution to adopt a new name.

Accordingly, Resolution 4 seeks shareholder approval to change the Company name.

Resolution 4 is a special resolution and therefore requires approval of 75 per cent or more of all votes cast by shareholders present and eligible to vote (whether in person, by proxy, by attorney or, in the case of a shareholder which is a corporation, by corporate representative).

In accordance with section 157(3) of the Corporations Act, the name change is subject to and will take effect when the Australian Securities and Investments Commission effects the change and alters the Company's registration details.

There will be no change in the Company's ASX listing code 'OFX'.

The Board unanimously recommends that members vote in favour of resolution 4.

The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

ITEM 5: EXECUTIVE SHARE PLAN

Pursuant to item 5, the Company is seeking approval to the proposed OFX Group Limited Executive Share Plan (Executive Share Plan) for the purposes of the ASX Listing Rules and the Corporations Act.

The proposed Executive Share Plan seeks to allow the Company to reward and incentivise employees (including Directors who are employees of the Company) through an arrangement where employees are offered shares subject to long term performance conditions. The shares are offered at market value such that the incentive is linked to the increase in value over and above the purchase price and so aligns employees to the risks and rewards of a shareholder. The purchase price payable by the participant for the ordinary shares is lent to the participant under a limited recourse loan, with the loan secured against the shares.

Shareholder approval of the Executive Share Plan is being sought to enable the Company to fall within certain Corporations Act and ASX Listing Rule exemptions.

Summary of Executive Share Plan

A summary of the terms of the Executive Share Plan is set out in Annexure A.

Regulatory Requirements – Corporations Act

Section 259B(1) of the Corporations Act prohibits a company from taking security over its own shares, except as permitted by section 259B(2). Section 259B(2) of the Corporations Act states that a company may take security over shares in itself under an employee share scheme which has been approved by a resolution passed at a general meeting of the company.

If a loan is made to an employee to acquire shares under the Executive Share Plan, until the loan is repaid in full, the Company will have a lien over all the shares held by the employee to which the loan relates, all dividends and other amounts paid or payable on those Shares, and all securities issued in respect of those Shares as part of a bonus or entitlement issue. The Board may also determine under the Executive Share Plan that an employee give a mortgage over the shares as security for the loan.

Section 260A of the Corporations Act states that a company may financially assist a person to acquire shares in the company if the assistance is exempt under section 260C. Section 260C(4) of the Corporations Act provides that financial assistance is exempt from section 260A if it is given under an employee share scheme which has been approved by a resolution passed at a general meeting of the company.

If a loan is made to an employee to acquire shares under the Executive Share Plan, the loan will constitute financial assistance for the purposes of that provision.

Resolution 5 is being put to shareholders for the Executive Share Plan to be approved by shareholders for the purposes of section 259B(2) and section 260C(4) of the Corporations Act.

Regulatory Requirements – ASX Listing Rules

ASX Listing Rule 7.1 provides that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Exception 9 of ASX Listing Rule 7.2 allows the Company to issue securities without shareholder approval and without reducing the 15% capacity under ASX Listing Rule 7.1 where the securities are issued under an employee incentive scheme within 3 years of shareholder approval of that scheme.

Resolution 5 is being put to shareholders for the Executive Share Plan to be approved by shareholders for the purposes of Exception 9 of ASX Listing Rule 7.2.

In accordance with Exception 9 of ASX Listing Rule 7.2, the Company provides the following information:

- a summary of the terms of the Executive Share Plan is set out in Annexure A; and
- no securities have yet been issued under the Executive Share Plan.

A voting exclusion applies to this resolution.

The Board unanimously recommends that shareholders vote in favour of this resolution. The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

ITEM 6: APPROVAL OF ISSUE OF SHARES AND LOAN TO MR RICHARD KIMBER

Pursuant to item 6, conditional on item 5 being first approved, the Company is seeking approval under ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act for the proposed issue of ordinary shares to Mr Richard Kimber under the Executive Share Plan and for the proposed loan to Mr Richard Kimber to assist him to acquire such shares under the Executive Share Plan, on the terms set out below.

At the 2015 AGM Mr Kimber outlined the Company's three year Accelerate Strategy. Mr Kimber outlined that the Company has a goal to double its revenue to \$200m by the 2019 financial year.

The Board considers it highly desirable for shareholders if the long-term incentive (LTI) component of Mr Kimber's remuneration is aligned to the delivery of the Accelerate Strategy. The Board further believes that the Executive Share Plan is the most appropriate mechanism to deliver this long-term component. The Executive Share Plan provides for immediate share ownership, linking a significant proportion of Mr Kimber's 'at risk' remuneration to ongoing share price and returns to shareholders over the period of the loan.

Overview of CEO remuneration

Mr Kimber's remuneration package consists of the following components:

	2017 Package
Total Fixed Remuneration	\$500,000
STI Target Value	\$750,000
LTI Target Value	\$500,000

The terms of the STI and LTI Plans have been designed to link Mr Kimber's reward to performance and the delivery of long-term results for the Company's shareholders. This will be achieved by:

- Aligning Mr Kimber's interests with the interests of shareholders;
- Ensuring that Mr Kimber's remuneration is competitive and aligned with market remuneration for comparable roles in similar industry categories; and
- Encouraging the achievement of the Company's strategic goals and the overall growth of the Company's business for the best interests of shareholders.

Three year issuance upfront

Shareholder approval is being sought for three years allocation of LTI upfront. Subject to shareholder approval, Mr Kimber will be allocated his LTI Target Value for each of the 2016, 2017 and 2018 years in August 2016. It is not expected that there will be further issuances of equity under the Executive Share Plan to Mr Kimber until the 2019 year. The Board considers that by issuing three tranches of shares upfront (instead of three years annually over the next three years) will encourage Mr Kimber to focus on the key performance drivers that underpin the Accelerate Strategy. Further the three, four and five year performance period will focus Mr Kimber on the delivery of sustainable growth in shareholder value beyond delivery of the Accelerate Strategy.

The Board has determined that the appropriate performance measures are Compound Annual Growth Rate (CAGR) of Constant Currency Net Operating Income (NOI Growth) and CAGR of Constant Currency Earnings Per Share (EPS Growth) over the specified performance period of 3 financial years, 4 financial years and 5 financial years respectively, commencing on 1 April 2016. Each of the annual allocations will be subject 50% to the NOI Growth and 50% to the EPS Growth performance measures.

The three years allocation under the Executive Share Plan is designed to give Mr Kimber 'skin in the game' and build his shareholding. The real value in the LTI is in capital appreciation over the 'issue price' so that Mr Kimber will only benefit from the upside over the relevant performance period if the targeted performance is delivered and the share price increases. Further, the additional loan repayment period (total five, six and seven years) applicable to each of the three tranches gives Mr Kimber a further opportunity to hold his shares subject to share price volatility after each tranche has vested.

In summary, the Executive Share Plan is designed to link Mr Kimber's remuneration to the delivery of long term shareholder value, aligned to the Accelerate Strategy as set out by him.

Previous issuance under the Long Term Incentive Plan

Mr Kimber was appointed as Chief Executive Officer and Managing Director on 1 June 2015. At the 2015 AGM, shareholder approval was granted for an initial issuance of equity securities as part of his remuneration. Following shareholder approval, 135,995 performance rights and 400,000 options were issued to Mr Kimber. The terms of this issuance are shown in the Remuneration Report contained in the 2016 Annual Report.

Previous Retention Mechanism

On 14 December 2015 the Board announced a retention arrangement for Mr Kimber (and executives who had commenced employment with the Company in the prior six months) during the period of the unsolicited non-binding indicative bid proposal from Western Union (Indicative Proposal). The retention arrangements put in place at that time have been detailed in the Remuneration Report contained in the 2016 Annual Report. This retention amount in respect of Mr Kimber, being, \$1.25m will be reduced to nil if the share issues and loans under the Executive Share Plan are approved by shareholders.

OVERVIEW OF THE PROPOSED ISSUE AND LOAN

Number of Shares	<p>The number of shares that Mr Kimber will receive has been determined by dividing the dollar amount of his LTI Target Value for each tranche (\$500,000 each for FY16, FY17 and FY18 awards) by the Black-Scholes Option Pricing Model value (Black-Scholes) for each award, with the FY16, FY17 and FY18 awards having a 5, 6 and 7 year loan respectively.</p> <p>The key inputs to the valuation model are the share price at the assumed grant date, the expected volatility in the share price, the dividend yield expected on the shares, the risk free interest rate and the life of the loan as determined on 14 June 2016.</p> <p>The valuation methodology and the inputs to the model have been independently verified.</p> <p>The Black-Scholes valuation used excludes the impact of the performance hurdles (that is, there is no discount for the probability of achieving the performance hurdles). The Black-Scholes value determined for allocation purposes was as follows:</p> <ul style="list-style-type: none"> • 2016 award – Black-Scholes value of \$0.7041 • 2017 award – Black-Scholes value of \$0.7725 • 2018 award – Black-Scholes value of \$0.8354 <p>The Target LTI value of \$500,000 is divided by the relevant Black-Scholes value for each tranche to determine the number of shares to be issued.</p> <p>This calculation results in the following share awards being made:</p> <ul style="list-style-type: none"> • 2016 award – 710,137 Shares • 2017 award – 647,208 Shares • 2018 award – 598,550 Shares <p>Total shares to be issued is therefore 1,955,895.</p>																																			
Issue Price	<p>The shares will be issued at a price equal to the five day VWAP for the period prior to issue, including the day of issue. A loan will be provided equal to the five day VWAP price multiplied by the total number of shares to be issued.</p>																																			
Rights attaching to the Shares	<p>Subject to the terms of the Executive Share Plan, the Shares will carry the same rights as other ordinary shares in the Company.</p>																																			
Date of issue	<p>If shareholder approval is obtained, the shares are expected to be issued to Mr Kimber in August 2016 and, in any event no later than 12 months after the AGM.</p>																																			
Vesting Conditions	<p>The shares for each award will be split into two tranches, each having a separate vesting condition of Compound Annual Growth Rate (CAGR) of Constant Currency Net Operating Income (NOI Growth) and CAGR of Constant Currency Earnings Per Share (EPS Growth) over a specified performance period of 3 financial years, 4 financial years and 5 financial years respectively, commencing on 1 April 2016 as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Share Award</th> <th style="text-align: left;">Tranche</th> <th style="text-align: left;">Performance condition</th> <th style="text-align: left;">% of Share Award</th> <th style="text-align: left;">Performance Period</th> </tr> </thead> <tbody> <tr> <td>(2016)</td> <td>1A</td> <td>NOI Growth</td> <td>50%</td> <td>3 years</td> </tr> <tr> <td>710,137</td> <td>1B</td> <td>EPS Growth</td> <td>50%</td> <td>3 years</td> </tr> <tr> <td>(2017)</td> <td>2A</td> <td>NOI Growth</td> <td>50%</td> <td>4 years</td> </tr> <tr> <td>647,208</td> <td>2B</td> <td>EPS Growth</td> <td>50%</td> <td>4 years</td> </tr> <tr> <td>(2018)</td> <td>3A</td> <td>NOI Growth</td> <td>50%</td> <td>5 years</td> </tr> <tr> <td>598,550</td> <td>3B</td> <td>EPS Growth</td> <td>50%</td> <td>5 years</td> </tr> </tbody> </table>	Share Award	Tranche	Performance condition	% of Share Award	Performance Period	(2016)	1A	NOI Growth	50%	3 years	710,137	1B	EPS Growth	50%	3 years	(2017)	2A	NOI Growth	50%	4 years	647,208	2B	EPS Growth	50%	4 years	(2018)	3A	NOI Growth	50%	5 years	598,550	3B	EPS Growth	50%	5 years
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Vesting measures and vesting

Tranches 1A, 2A and 3A – NOI Growth

NOI Growth is the CAGR in the Company's Constant Currency Net Operating Income over the specified performance period.

Vesting will be based on performance against a Gateway Condition, and a Threshold Measure and a Target Measure to be determined by the Board.

The Threshold Measure and Target Measure for Tranche 1A is set out below. The Threshold Measure and Target Measure for Tranches 2A and 3A will be disclosed in the OFX remuneration report for the relevant financial year.

Tranche 1A	OFX NOI CAGR over the Performance Period
Threshold Measure	15%
Target Measure	26%

The Company must achieve a minimum level of performance of the Threshold Measure for EPS Growth for the tranche with the corresponding Performance Period to be available for vesting (Gateway Condition). For example, the Gateway Condition for Tranche 1A is the Company meeting the Threshold Measure for Tranche 1B of 15% EPS Growth. If the relevant Gateway Condition is not satisfied for Tranche 1A, 2A or 3A, that tranche will be forfeited under the Plan.

Subject to the relevant Gateway Condition being satisfied, Tranche 1A, 2A and 3A will vest in accordance with the following schedule:

OFX NOI Growth	% of Shares in Tranche that vest
Below Threshold	Nil
Threshold	25%
Between Threshold and Target	25-100%, on a straight line sliding scale
Target and Above	100%

Tranches 1B, 2B and 3B – EPS Growth

EPS Growth is the CAGR in the Company's basic earnings per share (EPS) (expressed as a percentage) over the performance period using the 2016 financial year as the base year. The 2016 financial year EPS will be calculated as follows:

Company's net profit after tax will be statutory (NPAT) as published in the Company's Annual Report, divided by:

Weighted average number of shares on issue throughout the 2016 financial year,

Resulting in an EPS

Vesting will be based on performance against a Threshold Measure and a Target Measure as determined by the Board. The Threshold Measure and Target Measure for Tranche 1B is set out below. The Threshold Measure and Target Measure for Tranches 2B and 3B will be disclosed in the OFX remuneration report for the relevant financial year.

Tranche 1B	OFX EPS CAGR over the Performance Period
Threshold Measure	15%
Target Measure	26%

Tranches 1B, 2B and 3B will vest in accordance with the following schedule:

OFX EPS growth	% of Shares in Tranche that vest
Below Threshold	Nil
Threshold	25%
Between Threshold and Target	25-100%, on a straight line sliding scale
Target and above	100%

Performance testing	<p>Testing of the vesting conditions for each tranche will occur once the results for the relevant financial year in the last year of the performance period have been approved by the Board.</p> <p>There is no retesting of the vesting conditions.</p>
Loan terms	<p>The Company or a subsidiary of the Company will provide an interest free limited recourse loan to Mr Kimber equal to the full value of the shares to be acquired in accordance with the terms of the Executive Share Plan. The Loan must be repaid on the earlier of 2 years after the end of the Performance Period for the relevant tranche (being a period of 5 years for Tranches 1A and 1B, 6 years for Tranches 2A and 2B, and 7 years for Tranches 3A and 3B) and the occurrence of:</p> <p>(a) in the case of vested shares, the date being 12 months after Mr Kimber ceases to be an employee of the OFX Group for any reason;</p> <p>(b) in the case of unvested shares which are not forfeited as a result of Mr Kimber ceasing to be an employee of the OFX Group and which subsequently become vested shares, the date being 12 months after those shares become vested shares; or</p> <p>(c) one of the circumstances set out in the summary of the Executive Share Plan in Annexure A.</p> <p>Subject to above, Mr Kimber may repay the loan at any time after the shares are vested but in no case, more than 2 years after the end of the Performance Period for the relevant tranche.</p> <p>To recognise any over performance by Mr Kimber, the Board has a discretion to forgive a part of the loan amount relating to a tranche for performance which exceeds the Target Measure for a tranche.</p> <p>Mr Kimber is not required to provide a mortgage, charge or other security interest over the shares to secure the loan.</p> <p>Further details of the terms of the Loan to be provided to Mr Kimber under the Executive Share Plan are set out in summary of the Executive Share Plan in Annexure A.</p>
Dividends	<p>While a loan remains outstanding any dividends received on the shares will be automatically applied, on an after-tax basis, towards the repayment of the loan.</p>
Trading restrictions	<p>Mr Kimber must not transfer, encumber, hedge or otherwise deal with shares acquired under the Executive Share Plan until the Loan in respect of those shares has been paid in full or arrangements satisfactory to the Board are made for repayment of the loan in full from the proceeds of sale of the shares.</p>
Cessation of employment	<p>In accordance with the terms of the Executive Share Plan, if Mr Kimber ceases employment with the Company, his unvested shares are not forfeited (and remain subject to the Executive Share Plan) and his vested shares are not forfeited. However, the Board may determine within 60 days of the cessation of his employment that:</p> <p>(a) some or all of his unvested shares vest or are forfeited (or that the vesting conditions or performance periods applicable to those unvested shares are amended or waived); or</p> <p>(b) some or all of his vested shares are forfeited.</p> <p>In determining whether a different treatment should apply to that set out above on cessation of Mr Kimber's employment, the Board may have regard to any matter the Board considers relevant, including the extent to which the vesting conditions have been satisfied (or estimated to have been satisfied) at the time of cessation of employment or the proportion of the performance period during which the vesting conditions are tested has passed at the time of cessation of employment.</p>

Control Event	The Board has absolute discretion to determine that some or all of the unvested Shares will vest if there is a takeover or scheme of arrangement of the Company or a proposed winding up of the Company (Control Event). In exercising this discretion, the Board may have regard to any matter the Board considers relevant, including the extent to which the vesting conditions have been satisfied (or estimated to have been satisfied) at the time the Control Event occurs or the proportion of the performance period during which the vesting conditions are tested has passed at the time the Control Event occurs.
Forfeiture Conditions	The circumstances in which the Shares issued to Mr Kimber may be forfeited under the Executive Share Plan are set out in summary of the Executive Share Plan in Annexure A. Specifically, if the performance based vesting conditions are not met then the shares will be forfeited, with the forfeited shares treated as full consideration for the repayment of the loan. In this case, Mr Kimber would forfeit any value attached to the shares.
Buy back	The circumstances in which and the terms on which the Shares issued to Mr Kimber may be bought back under Executive Share Plan are set out in summary of the Executive Share Plan in Annexure A.
Additional information for ASX Listing Rules	Mr Kimber is the only director currently entitled to participate in the Executive Share Plan. The Executive Share Plan is being approved by shareholders pursuant to Item 6 for the first time. No person referred to in ASX Listing Rule 10.14 has received securities under the Executive Share Plan. ASX Listing Rule 7.1 provides that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period. However, if approval is given under ASX Listing Rule 10.14 pursuant to Item 6, approval will not be required under ASX Listing Rule 7.1. This means that shares issued pursuant to this approval will not use up any part of the 15% capacity available under ASX Listing Rule 7.1.

Regulatory Requirements – ASX Listing Rules

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the acquisition of securities under an employee incentive scheme by specified persons, which includes a Director of the Company.

ASX Listing Rule 10.15B states that ASX Listing Rule 10.14 does not apply to securities purchased on market by or on behalf of directors under an employee incentive scheme where the terms of the scheme permit such purchases.

The Executive Share Plan provides that Shares acquired under the plan may be satisfied by the issue of new shares or the acquisition of shares (whether on-market or off-market). Item 6 is being put to shareholders to preserve the flexibility for the Company to satisfy the acquisition of Shares by Mr Kimber by the issue of new shares.

Regulatory Requirements – Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders or an exemption applies. Section 200B applies to managerial and executive officers of the Company and any of its subsidiaries, which includes Mr Kimber. The term “benefit” has a wide operation and could include the early vesting of unvested shares under the rules of the Executive Share Plan.

Accordingly, approval is sought for the purposes of section 200E of the Corporations Act to allow the Company to deal with the unvested shares upon Mr Kimber ceasing employment in accordance with the terms of the Executive Share Plan (refer “Cessation of employment” in the table above) including where to do so would involve the giving of a “benefit” to Mr Kimber in connection with him ceasing to hold a managerial or executive office.

The value of any benefit relating to shares under the Executive Share Plan that may be given to Mr Kimber in connection with Mr Kimber ceasing to hold a managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- (a) the date when, and the circumstances in which, Mr Kimber ceases employment;
- (b) the number of unvested shares held by Mr Kimber prior to cessation of employment;
- (c) the number of unvested shares that vest (which could be all of the unvested shares held by Mr Kimber); and
- (d) the market price of the Company’s shares on ASX on the date of vesting.

DIRECTORS’ RECOMMENDATION

The Board (other than Mr Kimber) considers that the proposed issue of shares under the Executive Share Plan to Mr Kimber is appropriate and is in the best interests of the Company and its shareholders, as the issue of shares strengthens the alignment of Mr Kimber’s interests with shareholders, and the shares provide a strong link between the reward for Mr Kimber’s performance and Company performance over the next 5 year period.

The Board also considers that obtaining shareholder approval to allow the Company to deal with shares under the Executive Share Plan upon Mr Kimber ceasing employment in accordance with the Plan is appropriate and in the best interests of the Company and its shareholders. It will provide the Company with the ability to ensure its ongoing compliance with section 200B of the Corporations Act and with the terms of the issue of those shares.

Mr Kimber makes no recommendation on how to vote on item 6 in light of his direct interest in item 6.

A voting exclusion applies to this resolution.

The Board (other than Mr Kimber) recommends that shareholders vote in favour of this resolution. The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

ANNEXURE A

OzForex Group Limited ACN 165 602 273

LOAN SHARE PLAN

SUMMARY OF TERMS AND CONDITIONS OF THE PLAN

1. The Executive Share Plan (Plan) is extended to employees of OFX Group Limited (the Company) and its subsidiaries (including a director employed in an executive capacity) as the Board may in its discretion determine (each a Participant).
2. The Board will determine from time to time at its discretion:
 - (a) the purchase price to acquire the ordinary shares, which must not be less than the market value determined under Australian tax legislation (Purchase Price);
 - (b) whether the shares will be subject to conditions and the terms thereof, including vesting conditions (paragraph 7 below), dealing restrictions (paragraph 8 below) and circumstances in which the Shares can be forfeited (paragraph 9 below); and
 - (c) any other terms or conditions to be attaching to the shares or the invitation to participate in the Plan as the Board considers appropriate.
3. At the discretion of the Board, the Company may, when making an invitation, offer the Participant a limited recourse loan for the purpose of acquiring shares (Loan) on terms and conditions in accordance with the Plan.

Unless otherwise determined by the Board, the Loan will not bear interest.

Unless otherwise specified in an Invitation, the Loan is to be repaid on the first to occur of the following:

 - (a) the date specified in the invitation;
 - (b) if determined by the Board, any date after the date on which the Participant has been notified by the Company that some or all of the shares have vested under the Plan;
 - (c) if the Participant sells some or all vested Shares to which the Loan relates, the date on which the Participant is entitled to receive the proceeds of the sale of those Shares;
 - (d) if determined by the Board to be repayable as a result of a Control Event occurring in respect of the Company or the Participant transferring to work for the Company or any of its subsidiaries outside Australia; or
 - (e) any material breach by the Participant where the breach is not remedied within 30 days of the Company's notice to the Participant to do so.

Until the Loan is repaid in full, the Company has a lien over all the Shares held by the Participant to which the Loan relates, all dividends and other amounts paid or payable on those Shares, and all securities issued in respect of those Shares as part of a bonus or entitlement issue. The Board may also determine that a Participant give a mortgage over the Shares as security for the Loan.
4. A Participant may repay all of a Loan at any time in respect of Shares for which all applicable vesting conditions have been satisfied.
5. The Company will apply the after-tax amount of dividends (and other distributions) paid in cash in respect of the Shares towards repayment of the Loan.
6. At the discretion of the Board, the Company may when making an invitation determine that the satisfaction of one or more vesting conditions will result in the forgiveness of all or part of an amount or proportion of the initial Loan being written off the balance of the Loan.
7. At the discretion of the Board, the Company may, when making an invitation, determine that the shares offered will be subject to vesting conditions.

The nature and terms of the vesting conditions shall be at the discretion of the Board and may include conditions relating to continuing employment, performance of the Participant or the Company or the occurrence of specific events.

Where the Company or its subsidiaries (OFX Group) acquires or divests a material business, the Board may make special rules that apply to Participants in relation to Shares held pursuant to the Plan, including varying vesting conditions or deeming a Participant to remain an employee of a Group Company for a specific period.
8. At the discretion of the Board, the Company may, when making an invitation, determine that the Shares offered will be subject to restrictions on transfer, encumbrances or other dealings (Dealing). A Participant must not Deal with Shares acquired under the Plan until the Loan in respect of those Shares has been paid in full (or in the case of a sale, arrangements satisfactory to the Board have been made for the proceeds of sale to be applied towards repayment of the Loan in full) and any further period of Dealing restriction imposed by the Board under the terms of an Invitation has ended.
9. At the discretion of the Board, the Company may, when making an invitation, determine that Shares offered may be forfeited in specified circumstances.

Under the Plan, Shares may be forfeited if the vesting conditions are not satisfied. Subject to law, the Board is also able to take action to prevent a Participant obtaining unfair benefits where shares vest as a result of fraud, dishonesty or breach of obligations of any person, a material misstatement of the financial statements of the Company or its subsidiaries, or any other act or omission.

10. If a Participant ceases employment with the OFX Group, the Participant's unvested shares are not forfeited (and remain subject to the Executive Share Plan) and Participant's vested shares are not forfeited. The Board may determine within 60 days of the cessation of employment of a Participant that some or all of the Participant's unvested shares vest or are forfeited (or that the vesting conditions or performance periods applicable to those unvested shares are amended or waived). The Board may determine within 60 days of the cessation of employment of a Participant that some or all of the Participant's vested shares are forfeited. The Board may provide for a different treatment of shares on cessation of employment in an invitation.
11. Loans granted under the Plan will be on a limited recourse basis. If the Participant does not repay the outstanding balance of the Loan when due, the Company may sell the shares on behalf of the Participant. If the amount received on the sale of the shares is less than the outstanding balance of the Loan, the net proceeds of sale will be accepted in full satisfaction of the Loan, and the Participant will have no further liability under the Loan. If a Participant forfeits his or her interest in shares to the Company, the Participant's liability to repay the Loan will be satisfied.
12. If a takeover of scheme arrangement for the Company occurs, the Board may determine that some or all of a Participant's unvested shares vest and that all or part of a loan in respect of those shares becomes repayable.
13. Subject to the requirements of the Corporations Act and the Company's constitution, the Company in its discretion may buy back shares held by a Participant if the shares are forfeited in accordance with the Plan, the Participant fails to repay the Loan when due, the Participant ceases to be employed by the OFX Group (where the shares have not been forfeited) or the Participant requests that the Company buy-back those shares. Any forfeited shares or shares the subject of a Loan non-repayment which are bought back will be bought back at a price equal to Purchase Price less any repayments of the Loan. Any other shares which are bought back will be bought back at a price equal to the weighted average price of shares traded on the ASX on the five trading days up to and including the day of the buy-back.

CONTACT INFORMATION

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Ms Linda Cox

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ANNUAL REPORT

To request a copy of the Annual Report, please call Computershare or email at

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Electronic versions of OzForex's Annual Report are available at
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Voting 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: 999999

SRN/HIN: I9999999999 PIN: 99999

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
4:00pm on Monday, 1 August 2016**

How to Vote on Items of Business

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

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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.

Appoint a Proxy to Vote on Your Behalf

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 as they choose. 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 "Appointment of Corporate Representative" prior to admission. A form 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** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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 their broker of any changes.



I 9999999999

I ND

Voting Form

Please mark to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only* XX

At the Annual General Meeting of OzForex Group Limited to be held in Room II, Establishment Hotel, 252 George Street, Sydney on Wednesday, 3 August 2016 at 4:00pm (Sydney time) and at any adjournment or postponement of that meeting, I/We being member/s of OzForex Group Limited direct the following:

1. Vote Directly

 Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

2. Appoint a Proxy to Vote on Your Behalf: I/We 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 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).

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, 5 and 6 (except where I /we have indicated a different voting intention below) even though item 2, 5 and 6 is 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, 5 and 6 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
2 To adopt the Remuneration Report for the year ended 31 March 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re- elect Melinda Conrad as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To approve the change of name to OFX Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To approve the OFX Group Limited Executive Share Plan (the Plan) and issues of securities under that Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To approve the issue of shares under the Plan to the Managing Director and CEO, Richard Kimber and provision of loan to assist him to acquire shares under the Plan	<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.

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 ____ / ____ / ____