



Notice of Meeting

26 August 2021

Table of Contents

- 1 Chairman's Letter
- 2 Notice of Meeting
- 2 Items of Business
- 4 Voting Exclusion Statement
- 6 Notes
- 7 Voting information
- 10 Explanatory Memorandum
- 21 Annexure A
- 22 Annexure B
- 25 Contact Information



Chairman's Letter

Dear fellow shareholder

Invitation to attend our AGM

I am writing to invite you, as a shareholder in OFX Group Limited (**OFX**), to attend our Annual General Meeting (**AGM**) at **2pm on Thursday 26 August 2021**.

Notice of meeting: The Notice of Meeting and Explanatory Memorandum can be viewed or downloaded at the Company's website at www.ofx.com/en-au/investors/agm/.

Virtual meeting: Our AGM will be held virtually again this year to maximise the opportunity for shareholders to participate notwithstanding the uncertainties regarding gatherings in the context of the Covid 19 pandemic. Only those Directors who are able to attend safely will attend personally at the OFX offices in Sydney.

All OFX shareholders are encouraged to participate in the AGM virtually through an online platform.

You will be able to view the webcast of the AGM live via the online AGM platform at www.ofx.com/en-au/investors/agm/.

Online Guide: Further details on how to participate in the AGM online are set out in the Notice of Meeting and the OFX Online AGM Guide (**Guide**) which will be lodged with the ASX and is also available on our website at www.ofx.com/en-au/investors/agm/.

Corporate representatives: If you wish to attend and/or vote at the AGM virtually on behalf of a corporate shareholder or proxy, evidence of your appointment as a corporate representative must be provided prior to the commencement of the AGM.

Voting: You will be able to vote online during the meeting (refer to details in the Guide). If you are unable to attend the AGM I encourage you to lodge your vote in advance, either online or using the attached Voting/Proxy Form. Alternatively, you can appoint a proxy to vote on your behalf, either online or using the attached Voting/Proxy Form.

Questions: Shareholders participating in the AGM will have the opportunity to submit questions to the Board and OFX's external auditors during the AGM. I strongly encourage you to submit questions on any shareholder matters that may be relevant to the AGM prior to the AGM using the enclosed Question Form.

I look forward to the opportunity to engage with you at the AGM and thank you for your ongoing support of OFX.

Yours sincerely



Steven Sargent
Chairman



↗ Notice of Meeting

The Annual General Meeting of OFX Group Limited will be held:

Date: Thursday 26 August 2021

Time: 2:00pm (Sydney time)

All shareholders are invited to attend the AGM virtually through our online platform at www.ofx.com/en-au/investors/agm or use the Voting/Proxy Form to lodge a direct vote in advance of the AGM or appoint a proxy.

Please note that a representative of a corporate shareholder or proxy will only be entitled to attend and/or vote at the AGM virtually if they have provided evidence to OFX of an effective corporate representative appointment prior to the commencement of the AGM.

↗ Items of Business

Item 1. Financial statements and Reports of the Directors and Auditors

To receive and consider the Financial Report, the Directors Report and the Independent Auditors Report for the Company for the financial year ended 31 March 2021. There is no vote on this item.

Item 2. Re-election of Mr Douglas Snedden

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

"That Mr Douglas Snedden, who retires in accordance with Article 47(a) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Item 3. Re-election of Ms Cathy Kovacs

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

"That Ms Cathy Kovacs, who retires in accordance with Article 47(d) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Item 4. Remuneration Report

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

"That the OFX Group Limited Remuneration Report for the financial year ended 31 March 2021 be adopted."

Please note that in accordance with Section 250R(3) of the *Corporations Act 2001* (Cth), the vote on this resolution is advisory only and does not bind the Directors or the Company.

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

Item 5. Appointment of KPMG as auditors of the Company

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

"That, for the purposes of s327B of the Corporations Act, 2001 (Cth) and for all other purposes, KPMG having been nominated by a shareholder of the Company and consenting in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company and that the Directors are authorised to fix the remuneration of the Auditor."

Item 6. Issue of Performance Rights to Mr John Alexander ('Skander') Malcolm under the OFX Global Equity Plan in respect of FY21 Short Term Incentives

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for:

- a. the issue to Mr John Alexander Malcolm, Chief Executive Officer and Managing Director, of 148,593 performance rights under the OFX Group Limited Global Equity Plan in respect of his FY21 Short Term Incentives on the terms described in the Explanatory Memorandum that forms part of the Notice of Meeting; and
- b. the transfer or allocation of securities to Mr Malcolm upon vesting of the performance rights."

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

Item 7. Issue of Performance Rights to Mr John Alexander ('Skander') Malcolm under the OFX Global Equity Plan in respect of FY22 Long Term Incentives

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for:

- a. the issue to Mr John Alexander Malcom, Chief Executive Officer and Managing Director of 506,228 performance rights under the OFX Group Limited Global Equity Plan in respect of FY22 Long Term Incentives on the terms described in the Explanatory Memorandum that forms part of the Notice of Meeting; and
- b. the transfer or allocation of securities to Mr Malcolm upon vesting of the performance rights."

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.



Voting Exclusion Statement

Item 4. Remuneration Report

A vote on the resolution relating to Item 4 must not be cast (in any capacity) by or on behalf of:

- any member of the key management personnel whose remuneration details are included in the Remuneration Report for the year ended 31 March 2021 (**KMP**); or
- any associate of a Restricted KMP (including close family members and companies the KMP controls), (each a **Restricted Person**).

The Company will disregard any votes cast in favour of the resolution relating to Item 4 in any capacity by or on behalf of a Restricted Person.

However, the Company need not disregard a vote cast by a Restricted Person as a proxy if the vote is not cast on behalf of a Restricted Person and the vote is cast:

- by a Restricted Person as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that specifies the way the proxy is to vote on the resolution (eg for, against, abstain); or
- by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that either:
 - does not specify the way the proxy is to vote on the resolution; or
 - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

'Key management personnel' and 'associate' each have the meaning given to that term in the *Corporations Act (2001)* (Cth).

Item 6. Issue of Performance Rights to Mr John Alexander ('Skander') Malcolm under the OFX Global Equity Plan in respect of FY21 Short Term Incentives

In accordance with ASX Listing Rule 14.11, a vote on the resolutions relating to Item 6 must not be cast by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought or by or on behalf of any associate of such Director.

Mr John Alexander ('Skander') Malcolm is the only Director eligible to participate in the OFX Global Equity Plan, including the Short Term Incentive Plan. The Company will disregard any votes cast in favour of the resolutions relating to Item 6 by or on behalf of:

- Mr John Alexander ('Skander') Malcolm; or
- an associate of Mr John Alexander ('Skander') Malcolm.

However, the Company need not disregard a vote if it is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with their directions on the proxy form that specify the way the proxy is to vote on the resolution (eg for, against, abstain);
- by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

Item 7. Issue of Performance Rights to Mr John Alexander ('Skander') Malcolm under the OFX Global Equity Plan in respect of FY22 Long Term Incentives

In accordance with ASX Listing Rule 14.11, a vote on the resolutions relating to Item 7 must not be cast by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought or by or on behalf of any associate of such Director.

Mr John Alexander ('Skander') Malcolm is the only Director eligible to participate in the OFX Global Equity Plan, including the Long Term Incentive Plan. The Company will disregard any votes cast in favour of the resolutions relating to Item 7 by or on behalf of:

- Mr John Alexander ('Skander') Malcolm; or
- an associate of Mr John Alexander ('Skander') Malcolm.

However, the Company need not disregard a vote if it is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with their directions on the proxy form that specify the way the proxy is to vote on the resolution (eg for, against, abstain);
- by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.



Notes

Discussion and shareholder questions

Discussion will take place on all items of business to be considered at the AGM. All shareholders will have a reasonable opportunity to ask questions during the AGM via the online platform. This will include an opportunity to ask questions of OFX's External Auditor, KPMG. To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following requests:

- all shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of OFX;
- if a shareholder has more than one question on an item of business, all questions should be asked together; and
- shareholders should not ask questions at the AGM relating to any matters that are personal to the shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. A Shareholder Question Form has been included with this Notice of Meeting and is also available on OFX's website: <https://www.ofx.com/en-au/investors/agm>. Written questions must be received by Link Market Services Limited by 8.00pm (AEST) on Thursday 19 August 2021, and can be submitted online, by email, by mail, or in person to the addresses set out below.

Webcast

The AGM will be webcast live for participation by shareholders and proxyholders via the online platform at <https://www.ofx.com/en-au/investors/agm>. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform on the day of the AGM, you will need to provide your details (including SRN or HIN) to be verified as a shareholder or proxyholder. Proxyholders will need their login details which will be provided by Link Market Services no later than 24 hours before the Meeting. Following this you will be given details as to how to vote and ask questions during the AGM.

More information about how to use the online platform (including how to ask questions and how to vote online during the AGM) is available in the Guide, which has been lodged with the ASX and is available at: <https://www.ofx.com/en-au/investors/agm>.

If you intend to use the online platform, including if you intend to vote online during the meeting, we recommend that you test to see that the platform works on your device before the AGM commencement at 2pm on 26 August 2021. Further instructions on device configurations are provided in the Guide.

In addition to the above, Shareholders can also watch an archived recording of the webcast after the Meeting at <https://www.ofx.com/en-au/investors/agm>.



Voting information

Entitlement to vote

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that for the purpose of the AGM (including voting at the AGM), 'Shareholders' are those persons who are the registered holders of OFX shares at 7.00pm (AEST) on Tuesday 24 August 2021. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

Shareholders may vote on all items of business, subject to the voting restrictions described in this Notice of Meeting.

Voting by poll

Each resolution considered at the AGM will be conducted by a poll. The Directors consider voting by poll to be in the interests of the shareholders as a whole and ensures the views of as many shareholders as possible are represented at the AGM.

Direct voting

In accordance with clause 37(b) the OFX Constitution (Constitution), the Directors:

- have determined that at the AGM, a shareholder who is entitled to vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution; and
- have approved the use of either:
 - a. the direct Voting/Proxy Form enclosed with this Notice of Meeting for use for direct voting prior to the AGM; or
 - b. shareholders or proxyholders can deliver their direct vote in real time during the AGM via the online platform.

Direct voting prior to the AGM	Direct voting during the AGM
<p>If a shareholder is unable to participate in the AGM, they are entitled to vote their shares directly, either on line or by marking Section A 'Vote Directly' on the Voting/Proxy Form that accompanies this Notice of Meeting. They will then not need to appoint a proxy to act on their behalf. The Shareholder should mark either the 'for' or 'against' boxes next to each item on the Voting/Proxy Form. The 'abstain' box should not be marked – if a shareholder does mark the abstain box, then their vote for that item will be invalid.</p> <p>If a shareholder does not give a direction on all of the items, or if they complete both Section A 'Vote Directly' and Section B 'Appoint a Proxy', their vote will be passed to the Chairman of the AGM as their proxy.</p> <p>In accordance with clause 37(b) of the Company's Constitution, the Directors have resolved that shareholders will be able to vote directly prior to the AGM on resolutions to be considered at the AGM at any time between the date of this Notice of Meeting and 2.00pm (AEST) on Tuesday 24 August 2021.</p>	<p>Online</p> <p>Shareholders will be able to log into the online voting platform to vote directly at any time between the start of the AGM at 2.00pm (AEST) and the closure of voting as announced by the Chairman during the AGM on 26 August 2021.</p>

 Voting information

Appointing a Proxy

Shareholders who are unable to attend the AGM and do not choose to vote prior to the AGM are entitled to appoint a proxy to attend the AGM virtually on their behalf, and to vote in accordance with their instructions on the Voting/Proxy Form.

To appoint a proxy, either follow the instructions to appoint the Proxy online or mark Section B 'Appoint a Proxy' on the Voting/Proxy Form to appoint the Chairman as proxy, or insert the name of an alternate proxy in the space provided.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate. If a body corporate is appointed as proxy, it must appoint an individual as its corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) to exercise its power as proxy at the AGM. Evidence of this appointment must be provided to the Company prior to the commencement of the AGM.

Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.

The Chairman 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 Items 4, 5, 6 and 7 unless the shareholder directs the KMP how to vote or the Chairman is the shareholder's proxy. If a shareholder appoints the Chairman as their proxy or the Chairman is appointed as the shareholder's proxy by default and the shareholder does not mark a voting box for Items 4, 5, 6 and/or 7, then by signing and returning the Voting/Proxy Form, or by appointing a Proxy online, the shareholder will be expressly authorising the Chairman to exercise the proxy in respect of the relevant item even though the item is connected directly or indirectly with the remuneration of 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. If a shareholder appoints two proxies but does not specify the proportion of the number of votes each proxy may exercise, each proxy may exercise half of that shareholder's votes.

How to appoint a proxy

For an appointment of proxy to be effective, either the online appointment or the Voting/Proxy Form with Section B 'Appoint a Proxy' marked to indicate your appointment of a proxy (and the power of attorney or other authority, if any, under which the Voting/Proxy Form is signed or a certified copy of the power or other authority) must be received at the Share Registry of the Company no later than 2:00 pm (AEST) on Tuesday 24 August 2021 (48 hours before AGM).

If your Voting/Proxy Form is signed by an attorney, or in the case of a Voting/Proxy Form 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.



Appointing a corporate representative

A body corporate that is a shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth).

The representative should register on behalf of a body corporate and must provide evidence of their appointment to the Share Registry of the Company prior to the commencement of the AGM.

If the appointment of a corporate representative is signed by an attorney, or in the case of a appointment 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.

Important note

A representative will not be permitted to ask questions or to vote at the AGM if evidence of their appointment as a corporate representative has not been provided prior to the AGM.

How to submit a Voting/Proxy Form or evidence of appointment of corporate representative

Voting/Proxy Forms (and, if applicable, authorities) and evidence of appointment of a corporate representative may be lodged by one of the following methods:

Online	By mail	By delivery in person
<p>at www.linkmarketservices.com.au</p> <p>If you wish to submit your appointment of proxy and voting instructions or your appointment of a corporate representative electronically, visit the share registry website.</p> <p>You will need your Security Holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Proxy Form.</p>	<p>OFX Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia</p>	<p>Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138</p> <p>If attending in person, bring these documents with you to the AGM</p>

The Company reserves the right to declare invalid any direct vote, proxy appointment or appointment of corporate representative not received in this manner.



Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting and is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Item 1: Financial Statements and Reports of the Directors and Auditors

In accordance with the *Corporations Act 2001* (Cth), the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 March 2021 (together the **Reports**) will be put before the Annual General Meeting (**AGM**). These Reports are in the Company's 2021 Annual Report and can be accessed on the Company's website at <https://www.ofx.com/en-au/investors/reports-presentations/>.

This item does not require a formal resolution and accordingly, no vote will be held on this item.

Following consideration of the Reports, the Chair will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent External Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer questions submitted by shareholders prior to the AGM that are relevant to the content of the Independent External Auditor's Report or the conduct of the audit. The questions must be submitted in accordance with the directions in the Shareholder Question Form by 8.00pm (AEST) on Thursday 19 August 2021.

A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

Printed copies of the Annual Report have only been mailed to those shareholders who have elected to receive a printed copy. We encourage all shareholders to reconsider the receipt of printed materials and encourage you to change your election to receive these electronically. Please update your preference regarding communications at www.linkmarketservices.com.au.





Item 2: Re-election of Mr Douglas Snedden

Mr Snedden was elected to the Board of the Company on 16 March 2015 and was last elected as a Director of the Company at the Company's 2018 AGM. He will retire under Article 47(a) of the Company's Constitution and, being eligible under Article 47(c) of the Company's Constitution, offers himself for re-election as a Director of the Company.

In accordance with Article 47(a) of the Company's Constitution a Director of the Company must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment.

In accordance with ASX Listing Rule 14.4, a Director of an entity must not hold office (without re-election) past the third AGM following the Director's appointment or three years. Whichever is longer.



Douglas Snedden | AO BEC (ANU), MAICD

Mr Snedden currently holds the following roles with the Company:

- Chair of the People, Culture and Remuneration Committee
- Chair of the Nomination Committee
- Member of the Audit Risk and Compliance Committee
- Chair of the OFX Payments (Ireland) Board

Skills and Experience

Mr Snedden has over 30 years' experience in finance, consulting, strategic management and outsourcing. He has previously worked as Country Managing Director of Accenture Australia.

Other appointments

Chairman of isentia Group Limited, Director of Frisk Pty Ltd

Other: Chairman of Odyssey House NSW McGrath Foundation, Chairman of Chris O'Brien Lifehouse, Member of the National Library of Australia Council

Previous appointments

Director: Broadspectrum Ltd (2009 -2016), Hillgrove Resources Ltd (2012 – 2015), UXC Ltd (2012-2016), Securities Industry Research Centre of Asia Pacific (Sirca) Limited

Other: St Vincents Hospital, Sydney (1994 – 2003), The Sydney Theatre Company (1996 – 2004), St James Ethics Centre (2007 – 2014), The Black Dog Institute (2002 – 2015)

Interest in shares: 100,000 ordinary shares

Board recommendation

The Board considers that Mr Snedden if re-elected, will be an Independent Non-Executive Director.

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

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

Item 3. Re-election of Ms Cathy Kovacs

Ms Kovacs was elected as a Director of the Company by Directors on 22 February 2021 pursuant to Article 46(b) of the Company's Constitution to fill a vacancy following the retirement of Lisa Frazier on 19 May 2020. Ms Kovacs will retire under Article 47(d) of the Company's Constitution and, being eligible under Article 47(d) of the Company's Constitution, offers herself for re-election as a Director of the Company.

In accordance with Article 47(b) of the Company's Constitution, the Board may appoint any person as a Director of the Company. In accordance with Article 47(d) of the Company's Constitution, a Director appointed by the Board must retire at the next annual general meeting occurring after that appointment and is eligible for re-election at that meeting.

In accordance with ASX Listing Rule 14.4, a Director of an entity appointed to fill a casual vacancy must not hold office (without re-election) past the next AGM.



Cathy Kovacs | BComm (UNSW) and MappFin (Macquarie)

Ms Kovacs is a member of the Audit Risk and Compliance Committee

Skills and Experience

Ms Kovacs has over 30 years' operational experience in the financial services industry, having held senior executive leadership roles at Westpac Banking Group, Ellerston Capital, Macquarie Group and BT Investment Bank. Ms Kovacs' most recent executive role was as Group Head of Business Development at Westpac until March 2019, where she was responsible for advising the Westpac Executive Committee and Board on business disruption and the future of banking and wealth, making strategic investments and managing strategic partnerships. Ms Kovacs is a Graduate of the Australian Institute of Company Directors.

Other Board appointments

Director : Equitise Pty Ltd, Hub24 Ltd, University Admission Centre (UAC)

Other: Finance Committee member: Kincoppal Rose Bay

Interest in shares: 73,000 ordinary shares (acquired 25 June 2021).

Board recommendation

The Board considers that Ms Kovacs, if re-elected, will be an Independent Non-Executive Director.

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

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



Item 4: Remuneration Report

In accordance with section 250R(2) of the *Corporations Act 2001* (Cth), the Board is presenting the Company's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report was published on 18 May 2021 in the Company's 2021 Annual Report and has also been available on the Company's website since that date. <https://www.ofx.com/en-au/investors/>

The Remuneration Report:

- Explains the Board's policies in relation to the objectives and structure of the Company's remuneration schemes;
- Discusses the relationship between the remuneration outcomes and the returns to shareholders;
- Provides details of performance conditions, why they were chosen and how performance is measured against them;
- Describes the governance framework of the Company's remuneration arrangements; and
- Sets out the remuneration arrangements for each of the Key Management Personnel (**KMP**).

Under the *Corporations Act 2001* (Cth), the vote on this Resolution is advisory only and does not bind the Board or the Company. However, the Board will take the outcome of the vote into account when considering future remuneration for KMP.

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

In the interests of corporate governance, the Directors abstain from making a recommendation in relation to this resolution.

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

Item 5: Appointment of KPMG as the auditor of the Company

The Company is seeking approval under section 327B(1) of the *Corporations Act 2001* (Cth) to re-appoint KPMG as the Company's auditor.

Why approval is required

On 14 October 2020, in accordance with s329(5) of the *Corporations Act 2001* (Cth), upon receipt of ASIC consent, PriceWaterhouseCoopers resigned as auditor of the Company and KPMG were appointed by the Directors as auditor to fill the vacancy in accordance with section 327(1) of the *Corporations Act 2001* (Cth).

In accordance with section 327C(2) of the *Corporations Act 2001* (Cth), KPMG's term will expire at this AGM. In accordance with section 327B(1)(b) of the *Corporations Act 2001* (Cth) the auditor of the Company must be appointed at the AGM.

The Company has received:

- a. a nomination under section 328B of the *Corporations Act 2001* (Cth), from a shareholder for KPMG to be re-appointed as the Company's auditor, a copy of which is annexed as Annexure A to this Explanatory Statement; and
- b. a consent to act as auditor of the Company under section 328A.

The Board supports the appointment of KPMG as auditor of the Company and unanimously recommends that shareholders vote in favour of the appointment of KPMG as auditor.

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

Item 6. Issue of performance rights to Mr John Alexander ('Skander') Malcolm under the OFX Global Equity Plan in respect of FY21 Short Term Incentives

The Company is seeking shareholder approval under ASX Listing Rule 10.14 for the grant of performance rights to Mr Malcolm pursuant to Mr Malcolm's achievement under the Company's Short-Term Incentive (**STI**) Plan for the 2021 financial year. These performance rights will be issued under the OFX Global Equity Plan.

Why approval is required

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, including a Director of the Company.

If shareholder approval is obtained under Listing Rule 10.14, up to 148,593 performance rights (ie the maximum amount that could vest) may be issued to Mr Malcolm under the OFX Global Equity Plan. Approval of this resolution will also result in the grant of these performance rights falling within exception 14 in ASX Listing Rule 7.2. If approval is given, these performance rights will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1. This proposal for the grant of performance rights is consistent with the Company's remuneration framework and Mr Malcolm's remuneration structure since his appointment as CEO and Managing Director and as previously disclosed to shareholders.

If shareholder approval is not provided, the Directors will exercise their discretion pursuant to the terms of the OFX Global Equity Plan which, subject to the vesting conditions described below, may include the Company acquiring shares on-market to be transferred to Mr Malcolm at the end of the one year vesting period (as permitted by the Exception to Listing Rule 10.14 in Listing Rule 10.16(a)) and/or the payment of cash.

Current remuneration framework

Mr Malcolm is a Director of the Company and, therefore, any acquisition by Mr Malcolm of securities under an employee incentive scheme is covered by Listing Rule 10.14.

Mr Malcolm's current remuneration consists of:

- **Fixed remuneration:** \$697,694 inclusive of statutory superannuation
- **Short Term Incentives:** Target is 115% of total fixed remuneration – 50% of which is cash and 50% of which is deferred remuneration and delivered in performance rights which vest after 1 year. The grant of these performance rights is subject to achievement of performance conditions by both the Company and Mr Malcolm personally. The performance rights to be granted to Mr Malcom for FY21 short term incentives, including the key terms and issue price of these performance rights are described under the heading '*Proposed FY21 STI Grant to Mr Malcolm*' on page 15; and
- **Long Term Incentives:** Target is 92% of total fixed remuneration all of which is deferred remuneration and delivered in performance rights which vest after 3 years subject to achieving performance metrics. The performance rights to be granted to Mr Malcom for FY22 long term incentives, including the key terms and issue price of these performance rights are described in Item 7 below under the heading '*Proposed FY22 LTI Grant to Mr Malcolm*' on page 18.

FY21 STI Grant

The Company's STI plan for FY21 was the same as for FY20. From FY19 the STI Plan features a Company multiplication factor, driven by Company performance measures to be reviewed and reset annually with Threshold/Target/Maximum levels for each metric (**Company Performance Measures**).

FY21 Company Performance Measures were set at:

- Underlying EBT (40%);
- NOI (10%);
- Strategic Investments (10%);
- Enterprise Deals (20%); and
- Leadership and Culture (20%).

All staff, including Mr Malcolm, also have individual performance measures to be equally weighted.



For certain employees, including Mr Malcolm, there is a component of the total STI award that is deferred. The purpose of the STI deferral and grant of performance rights is to drive further alignment between employee and shareholder interests, and to provide a clear focus on long-term sustainable growth.

Deferred STI is granted in the form of performance rights issued under the OFX Global Equity Plan. A summary of the terms of the OFX Global Equity Plan is included in Annexure B.

Proposed FY21 STI Grant to Mr Malcolm

For the 2021 financial year Mr Malcolm's STI target was AU\$802,348 and his STI achievement, as assessed by the Board was 52.6%. This was calculated based on a 47.8% funding from the Company Performance Measures and an individual performance of "Exceeds Expectations" measured against his individual KPIs.

Mr Malcolm's STI payment is settled 50% cash and the remaining 50%, subject to shareholder approval, deferred equity to be delivered in performance rights to vest one year after issue with a holding lock applied for a further one year after vesting.

Mr Malcolm's STI equity grant for FY21 is \$210,937.32 equating to a maximum of 148,593¹ performance rights, each with a value of \$1.41956 determined on the following basis:

Summary of Material Terms of Proposed FY21 Deferred STI grant to Mr Malcolm	
Number of Performance Rights	Maximum of 148,593 performance rights determined by dividing the dollar value of Mr Malcolm's deferred equity grant by the fair value of a performance right
Issue Price	The performance rights will be issued using the volume weighted average price of the ordinary shares of the Company during the five trading days from 31 May 2021 to 04 June 2021, being \$1.41956 ² .
Value	The value the Company attributes to each performance right is \$1.41956, being the Issue Price.
Consideration	The performance rights will be issued for nil consideration. There is no loan repayable by Mr Malcolm in respect of these performance rights.
Date of issue	If shareholder approval is obtained, the performance rights are expected to be issued to Mr Malcolm as soon as practicable after the AGM and, in any event, no later than 12 months after the AGM. Performance rights will be issued using an effective grant date of 07 June 2021.
Vesting	The performance rights will vest for nil consideration on 07 June 2022, at which time one performance right will convert to one fully paid ordinary share. In accordance with the terms of the OFX Global Equity Plan, the performance rights will not confer any legal or equitable interest in shares represented by the performance rights until the vesting date. The Board may determine that a vested performance right will be satisfied by the Company making a cash payment to Mr Malcolm in lieu of allocating shares.
Trading restrictions	The shares granted to Mr Malcolm upon vesting of the performance rights will be subject to a one year holding lock. The trading restrictions will lift on 07 June 2023.
Dividends	Mr Malcolm has no right to receive dividends or distributions in respect of unvested performance rights.
Additional Information	Details of the shares issued to Mr Malcolm under the STI Plan will be published in the Company's annual report for FY22, along with a statement that approval for the issue of those shares was obtained under ASX Listing Rule 10.14. Mr Malcolm is the only Director currently entitled to participate in the STI Plan. If any additional person(s) covered by ASX Listing Rule 10.14 who are not named in the Notice of Meeting become entitled to participate in the STI Plan after this resolution 6 is approved at the AGM, they will not participate until shareholder approval is obtained under that rule.

1. Rounded to the nearest whole performance right.

2. VWAP is rounded to 5 decimal places.

Issues of securities under the OFX Global Equity Plan

Since the OFX Global Equity Plan was approved by shareholders at the 2018 AGM a total of 474,398 performance rights have been issued to Mr Malcom under the OFX Global Equity Plan pursuant to the STI Plan for nil consideration.

In addition, Mr Malcolm was issued 80,398 ordinary shares under the OFX Global Equity Plan as a retention grant for nil consideration in accordance with the approval granted at the 2020 AGM.

It is also proposed that Mr Malcolm will be issued 506,228 performance rights under the OFX Global Equity Plan in respect of FY22 LTI on the terms set out in Item 7 below.

No other securities have been issued to Directors or their associates under the OFX Global Equity Plan since it was approved at the 2018 AGM. The Company's Non-Executive Directors receive fixed fees and are not eligible to participate in any incentive scheme. As Managing Director and Chief Executive Officer, Mr Malcolm is the only Director entitled to participate in the OFX Global Equity Plan.

Other considerations

The Board's view is that this award is appropriate to reflect the Company's performance in FY21 under Mr Malcolm's guidance. The grant of performance rights will encourage a focus on the future success of the business and is aligned with the long-term interests of shareholders. Performance rights do not provide Mr Malcolm with the full benefit of share ownership (such as dividend and voting rights) unless the performance rights vest.

Directors' recommendation

The Board (Mr Malcolm abstaining) considers that the proposed issue of performance rights under the OFX Global Equity Plan to Mr Malcolm in respect of FY21 STI is appropriate and is in the best interests of the Company and its shareholders, as the issue of performance rights strengthens the alignment of Mr Malcolm's interests with shareholders, and the performance rights provide a strong link between the reward for Mr Malcolm's performance and Company performance.

Mr Malcolm 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 and is set out in the Notice of Meeting.

The Board (Mr Malcolm abstaining) recommends that shareholders vote in favour of this resolution.

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

Item 7. Issue of performance rights to Mr John Alexander ('Skander') Malcolm under the OFX Global Equity Plan in respect of FY22 Long Term Incentives

The Company is seeking shareholder approval under ASX Listing Rule 10.14 for the proposed issue of performance rights to Mr Malcolm under the OFX Global Equity Plan in respect of Mr Malcolm's FY22 Long-Term Incentive (**FY22 LTI Grant**).

Why approval is required

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, including a Director of the Company.

If shareholder approval is obtained under Listing Rule 10.14, up to 506,228 performance rights (ie the maximum amount that could vest) may be issued to Mr Malcolm under the OFX Global Equity Plan. Approval of this resolution will also result in the grant of these performance rights falling within exception 14 in ASX Listing Rule 7.2. If approval is given, these performance rights will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

If shareholder approval is not provided, the Directors may exercise their discretion pursuant to the terms of the OFX Global Equity Plan which, subject to the vesting conditions described below, may include the Company acquiring shares on-market to be transferred to Mr Malcolm at the end of the three year vesting period (as permitted by the Exception to Listing Rule 10.14 in Listing Rule 10.16(a)) and/or the payment of cash.

Current remuneration framework

Mr Malcolm is a Director of the Company and, therefore, any acquisition by Mr Malcolm of securities under an employee incentive scheme is covered by Listing Rule 10.14.

Mr Malcolm's current remuneration is described in Item 6 above under the heading '*Current Remuneration Framework*' on page 14.

Long Term Incentive Plan

In FY21 the Board appointed Guerdon Associates, a remuneration specialist firm, to review the current remuneration framework for Executives (including Long Term Incentives) and recommend any changes to the framework given:

- the complexity of the Executive Share Plan from both a participant and a shareholder point of view;
- the opportunity to better align performance metrics to Company strategy and shareholder experience; and
- a desire to better align to market practice.

As a result of this review, the Board approved changes to the design and performance metrics for the Long Term Incentive Plan for Executives. Key changes to the Plan are summarised below:

- the Executive Share Plan approved by shareholders at the 2018 AGM is to be retired at the end of FY21. No new awards will be issued under the Executive Share Plan;
- Long Term Incentives will now be structured as performance rights to be issued pursuant to the OFX Global Equity Plan;
- the three-year performance period has been maintained for the Executive LTI Plan - performance rights vest after three years if performance conditions are met;
- the maximum opportunity for LTI for the Chief Executive Officer and Managing Director has been maintained at 92% of Total Fixed Remuneration (TFR); and
- performance metrics for the LTI Plan are normalised Earnings Per Share (EPS) and Absolute Total Shareholder Return (TSR) with equal weighting of 50%, with targets to be evaluated and re-set for the LTI award each year.



Proposed FY22 LTI Grant to Mr Malcolm

FY22 LTI is to be granted in the form of performance rights issued under the OFX Global Equity Plan. A summary of the terms of the OFX Global Equity Plan is included in Annexure B.

For the 2022 financial year Mr Malcolm's LTI Grant value is \$641,878, equating to a maximum of 506,228³ performance rights, each with a value of \$1.39476 determined on the following basis:

Proposed FY22 LTI Grant to Mr Malcolm	
LTI Grant value	\$641,878, being 92% of Mr Malcolm's Total Fixed Remuneration as at 31 March 2021 of \$697,694.
Number of Performance Rights	Maximum of 506,228 performance rights determined by dividing the dollar value of Mr Malcolm's LTI Grant value by the Issue Price and multiplying this number by 110% (being the stretch target for the performance rights).
Issue Price	The performance rights will be issued using the fair market value of the performance rights calculated as the volume weighted average price of the ordinary shares of the Company during the ten trading days following 18 May 2021 (being the date on which the FY21 results were announced), being \$1.39476 ⁴ .
Value	The value the Company attributes to each performance right is \$1.39476, being the Issue Price.
Consideration	The performance rights will be issued for nil consideration. There is no loan repayable by Mr Malcolm in respect of these performance rights.
Date of issue	If shareholder approval is obtained, the performance rights are expected to be issued to Mr Malcolm as soon as practicable after the AGM and, in any event, no later than 12 months after the AGM. Performance rights will be issued using an effective grant date of 15 June 2021.
Vesting	The performance rights will vest for nil consideration when the Board determines that the vesting conditions have been satisfied, at which time one performance right will convert to one fully paid ordinary share. This is expected to be on or around 15 June 2024. In accordance with the terms of the OFX Global Equity Plan, the performance rights will not confer any legal or equitable interest in shares represented by the performance rights until the vesting date. The Board may determine that a vested performance right will be satisfied by the Company making a cash payment to Mr Malcolm in lieu of allocating shares.

3. Rounded to the nearest whole performance right.
4. VWAP is rounded to 5 decimal places.



Proposed FY22 LTI Grant to Mr Malcolm

Vesting Conditions	Tranche	Threshold	Target	Stretch
	Tranche A (EPS): 50% of FY22 LTI Grant Compound Annual Growth Rate (CAGR) of Normalised Earnings ⁵ Per Share (Normalised EPS) over a performance period of three financial years commencing 1 April 2021.	5%	12%	19%
	Tranche B (aTSR): 50% of FY22 LTI Grant CAGR of Absolute Total Shareholder Return (aTSR) over a performance period of three financial years commencing 1 April 2021	5%	10%	15%
	Continuous active employment until the vesting date The Board being satisfied that no circumstance giving rise to a right to claw back has arisen.			
Vesting schedule	Each of Tranche A and Tranche B will vest in accordance with the following vesting schedule:			
Performance measure	% of performance rights in the relevant tranche that vest			
Below threshold	Nil			
Threshold	23%			
Between Threshold and Target	23% - 91% on a straight line sliding scale			
Target	91%			
Between Target and Stretch	91% -100% on a straight line sliding scale			
Stretch and above	100%			
Trading restrictions	The shares granted to Mr Malcolm upon vesting of the performance rights will not be subject to a holding lock.			
Dividends	Mr Malcolm has no right to receive dividends or distributions in respect of unvested performance rights.			
Additional information	Details of the shares issued to Mr Malcolm under the FY22 LTI Grant will be published in the Company's annual report for FY25, along with a statement that approval for the issue of those shares was obtained under ASX Listing Rule 10.14. Mr Malcolm is the only Director currently entitled to participate in the LTI Plan. If any additional person(s) covered by ASX Listing Rule 10.14 who are not named in the Notice of Meeting become entitled to participate in the LTI plan after this resolution 7 is approved at the AGM, they will not participate until shareholder approval is obtained under that rule.			

5. Normalized Earnings are adjusted to remove the effects of seasonality, revenue, and expenses that are unusual or one-time influences.

Issues of securities under the OFX Global Equity Plan

Since the OFX Global Equity Plan was approved by shareholders at the 2018 AGM the only securities issued to Directors or their associates under the OFX Global Equity Plan are the performance rights and ordinary shares described in Item 6 above. It is proposed that Mr Malcolm will also be issued 148,593 performance rights under the OFX Global Equity Plan in respect of FY21 STI on the terms set out in Item 6 above.

No other securities have been issued to Directors or their associates under the OFX Global Equity Plan.

The Company's Non-Executive Directors receive fixed fees and are not eligible to participate in any incentive scheme. As Managing Director and Chief Executive Officer, Mr Malcolm is the only Director entitled to participate in the OFX Global Equity Plan.

Other considerations

The Directors (excluding Mr Malcolm) have considered whether it is appropriate to proceed with seeking approval and making the proposed FY22 LTI grant to Mr Malcolm pursuant to the OFX Global Equity Plan.

The ongoing impact of COVID-19 on the Company's business is unknown. Given the long-term nature of this type of remuneration, the Board's view is that this award remains appropriate. Long-term incentives encourage a focus on the future success of the business and are aligned with the long-term interests of shareholders.

The grant of performance rights will encourage a focus on the future success of the business and is aligned with the long-term interests of shareholders. Performance rights do not provide Mr Malcolm with the full benefit of share ownership (such as dividend and voting rights) unless the performance rights vest.

Directors' recommendation

The Board (Mr Malcolm abstaining) considers that the proposed issue of performance rights under the OFX Global Equity Plan to Mr Malcolm in respect of FY22 LTI Grant is appropriate and is in the best interests of the Company and its shareholders, as the issue of performance rights strengthens the alignment of Mr Malcolm's interests with shareholders, and the performance rights provide a strong link between the reward for Mr Malcolm's performance and Company performance.

Mr Malcolm makes no recommendation on how to vote on Item 7 in light of his direct interest in Item 7.

A voting exclusion applies to this resolution and is set out in the Notice of Meeting.

The Board (Mr Malcolm abstaining) recommends that shareholders vote in favour of this resolution.

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

Annexure A

OFX GROUP LIMITED ACN 165 602 273

NOMINATION FOR KPMG TO BE REAPPOINTED AS AUDITOR

TO: OFX Group Limited
L19, 60 Margaret Street
Sydney, NSW 2000
Attention: Company Secretary

Dear Ms Ellis

Nomination of Auditor

For the purpose of Section 328(1) of the *Corporations Act 2001* (Cth), I, Grant Murdoch, being a member of OFX Group Limited (Company) hereby nominate KPMG of level 38, Tower Three, International Towers Sydney 300 Barangaroo Avenue, Barangaroo New South Wales 2000 for appointment as Auditor of the Company at the Annual General Meeting of the Company convened for 2pm on 26 August 2021 (or any adjournment thereof).

Grant Murdoch



21 July 2021

Annexure B

OFX GROUP LIMITED ACN 165 602 273

SUMMARY OF TERMS AND CONDITIONS OF THE OFX GLOBAL EQUITY PLAN

Following approval of the OFX Global Equity Plan by shareholders at the 2018 AGM, the only significant change to the terms of the Plan has been a change to the consequences of cessation of employment and the manner in which the Board will exercise their discretion in respect of forfeiture of securities upon cessation of employment.

NB: Capitalised terms have the same meaning as provided in the OFX Global Equity Plan rules.

1. Purpose

The purpose of the OFX Global Equity Plan (**GEP**) is to:

- provide Eligible Persons with an opportunity to participate in an incentive plan which recognises ongoing contribution to the achievement by OFX Group Limited (**OFX**) of its strategic objectives;
- establish an employee share scheme within the meaning of Division 83A of the Tax Act and ASIC Class Order 14/1000 (as applicable) (to the extent the employee share scheme provisions of the Tax Act and ASIC Class Order 14/1000 may be applicable to current or future grants);
- facilitate the grant of equity by the Company to Eligible Persons through either a:
 - i. Deferred Grant; or
 - ii. Exempt Grant;
- align the interests of participants with shareholders through the sharing of a personal interest in the future growth and development of OFX;
- encourage Eligible Persons to improve the performance of OFX and its total return to shareholders; and
- provide a means of attracting and retaining skilled and experienced Eligible Persons.

2. Eligibility

An Eligible Person means a director, employee, contractor or consultant of OFX or any other person whom the Board determines to be eligible to participate in the GEP and who is invited to participate in the GEP by OFX.

3. Types of securities

The GEP rules provide flexibility for the Board of OFX to grant an Eligible Person one or more of the following Plan Interests on receipt of a completed Application:

- Right
- Option
- Restricted Share

An Option and a Right means a right to acquire a Share or Restricted Share (by transfer or issue at the discretion of OFX) on the terms specified in the Invitation.

A Restricted Share means a Share allocated under the GEP on the terms specified in the Invitation.

4. Offers under the GEP

The Board may in its unfettered discretion make an Invitation to an Eligible Person to acquire Plan Interests.

An Invitation will expressly state whether the grant is an Exempt Grant or Deferred Grant and otherwise will be in such form and content and subject to such terms as the Board determines.

Any grant of Plan Interests to a director of OFX will be subject to shareholder approval.

Restricted Shares or Shares may be delivered to a Participant located in various jurisdictions by the issue, transfer and/or purchase of Restricted Shares or Shares in the absolute discretion of the Board.

5. Issue price

The amount payable by the Eligible Person (if any) to acquire Plan Interests will be determined by the Board.

6. Limitation on issues

No Invitation will be made if the number of Shares which have been or would be issued in any of the following circumstances in aggregate would exceed 5% of the total number of Shares on issue at the date of the Invitation:

- a. the number of Shares that may be issued as a result of the Rights and Options granted under the GEP; and
- b. the number of Shares which were or may be issued as a result of offers made at any time during the previous 3 year period under:
 - i. an employee incentive scheme covered by ASIC Class Order 14/1000; or
 - ii. an ASIC exempt arrangement of a similar kind to an employee incentive scheme as defined in ASIC Class Order 14/1000.

7. Vesting

A grant of Rights or Options does not confer any legal or equitable interests in Restricted Shares or Shares (as applicable) represented by the Rights or Options until the relevant Vesting Date and any exercise or conversion to Restricted Shares or Shares (as applicable) has been completed.

Unless the Board determines otherwise, the vesting, exercise and conversion of any Plan Interests under the GEP will only occur in accordance with the terms specified in the Invitation.

The Board may determine that a vested and exercised Right or Option will be satisfied by OFX making a cash payment to the Participant in lieu of allocating Shares.

The Board may waive, amend or replace any performance measure in a Vesting Condition attaching to a Right or Option if the Board determines that the specific measure is no longer appropriate or applicable, provided that the interests of the relevant Participant are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.

8. Restrictions

Participants must not Dispose of any Restricted Share until the removal of any Holding Lock or the satisfaction of any other restrictions.

Participants must comply with OFX's Securities Trading Policy at all times. This includes that Participants are prohibited at all times from entering into transactions in financial products which operate to limit the economic risk of a Plan Interest.

9. Cessation of employment

If a Participant ceases to be an employee all vested and unvested Plan Interests will be retained by that Participant unless the Board exercises its discretion to determine that some or all of the unvested Plan Interests will lapse or be deemed forfeited.

10. Clawback and preventing inappropriate behaviours

Where in the opinion of the Board, a Participant acts fraudulently or dishonestly, or is in material breach of his or her obligations to OFX and/or its subsidiaries, any unvested Plan Interests, vested but unexercised Options or Rights and/or any Restricted Shares will lapse or are deemed forfeited (as applicable) immediately, unless the Board determines otherwise.

11. Adjustment Events

The Board has discretion to determine that one or more of the following will apply with respect to any Plan Interests:

- some or all of the unvested Plan Interests will lapse or be deemed forfeited;
- the Vesting Conditions will be varied;

- the Vesting Dates are varied; or
- the Participant will be required to transfer some or all of the shares acquired by that Participant (or some or all of the cash if the Rights or Options are settled in cash) upon vesting of the Rights or Options for no consideration, or pay an amount equal to the market value of those shares on the date of acquisition or disposal,

as the Board deems necessary to:

- i. protect the financial soundness of the Company;
- ii. respond to material examples of the Participant's misconduct, risk events or failure to take accountability;
- iii. reflect financial or non-financial risk taking behaviour or non-compliance with legislation or the Company's Risk Management Framework; or
- iv. respond to significant unexpected or unintended consequences that were not foreseen on the date of the grant or any Vesting Date.

11. Takeovers

If there is a Control Event, the Board may in its discretion convert all or any of a Participant's Rights to Shares or permit the exercise of some or all Rights or Options, whether or not Vesting Conditions have been satisfied. Further, the Board may remove any Disposal Restrictions, whether or not all requirements have been satisfied.

12. Power of the Board

The Board may amend the GEP Rules at any time in its absolute unfettered discretion. The GEP will be administered by the Board which will have the power to amend existing Rules, resolve conclusively all questions of fact or interpretation in connection with the GEP, delegate to any one or more persons the exercise of any of its functions, powers or discretions arising under the GEP and appoint/remove an Administrator of the GEP.

13. Dividends and Voting Rights

A Participant has no right to receive dividends or distributions in respect of unvested or lapsed Rights or Options.

At the Board's discretion and subject to: the terms specified in the Invitation; the Vesting Conditions that apply to a Right or Option being satisfied; and the Exercise Price being paid, a Participant may be entitled to receive a payment equal to a dividend or distribution made in respect of Shares during the period between the Date of Registration and the Vesting Date as though the Participant had been holding Shares during that period on a one-for-one basis, instead of Rights or Options.

14. Ranking of Restricted Shares

Restricted Shares will rank equally with all existing Shares on and from the Date of Registration in respect of all shareholder entitlements (including rights issues, bonus issues and dividends) which have a record date for determining entitlements on or after the date of issue of those Restricted Shares.

Where Restricted Shares or Shares are not yet quoted on the official list of the ASX, OFX must apply for quotation as soon as practicable.

15. Legal compliance

Notwithstanding any rule in the GEP, securities will not be allocated, issued, acquired, transferred or otherwise dealt with under the GEP if to do so would:

- a. contravene the *Corporations Act 2001* (Cth), the ASX Listing Rules, or any other applicable laws (including any applicable foreign law); or
- b. require OFX or its related bodies corporate to pay, provide, or procure the payment or provision of, any money or benefits to the Participant which would require shareholder approval under Part 2D.2, Division 2 of the *Corporations Act 2001* (Cth).



Contact Information

Head Office

OFX Group Limited
Level 19
60 Margaret Street
Sydney NSW 2000 Australia
Ph: +61 2 8667 8000
Fax: +61 2 8667 8080
Email: investors@ofx.com

Company Secretary

Ms Elisabeth Ellis

Shareholder information

www.ofx.com/en-au/investors/

Share Register

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000 Australia
Ph: 1300 554 474

Annual report

To request a copy of the Annual Report, please call Link Market Services Limited or email: registrars@linkmarketservices.com.au.

Electronic versions of OFX's Annual Report are available at <https://www.ofx.com/en-au/investors/reports-presentations>.

Australian Securities Exchange Listing

OFX

ORX