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NOTICE OF MEETING  
2015



## CHAIRMAN'S LETTER

### DEAR SHAREHOLDER//

I am writing to invite you, as a shareholder in OzForex Group Limited (OzForex or the Company), to attend our Annual General Meeting (the Meeting) on Wednesday 5 August 2015.

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 2015 and immediate outlook. It has been another strong year for OzForex, and we look forward to reporting on our achievements, future plans and strategy, 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 OzForex 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@ozforex.com.au](mailto:investors@ozforex.com.au). While time may not permit me to address all questions, Richard and I will endeavor to address any questions received as part of our presentations. The answers to all questions received will be posted on OzForex's website.

An archived webcast of the Meeting will be available on the OzForex website at [www.ozforex.com.au/investors](http://www.ozforex.com.au/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 OzForex.

Yours sincerely



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**PETER WARNE//**  
CHAIRMAN

## NOTICE OF MEETING

The Annual General Meeting (AGM) will be held on Wednesday, 5 August 2015, 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 2015.

#### 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 2015."*

#### 3. Election of Directors

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

(a) *"That Peter Warne, being a Director who is retiring by rotation, and being eligible, offers himself for re-election, be elected as a director of the Company."*

(b) *"That Douglas Snedden, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for election, be elected as a director of the Company."*

#### 4. Grant of Equity to Managing Director and Chief Executive Officer

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

*"To approve for all purposes, including ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act 2001, the grant of performance rights and options under the OzForex Group Long Term Incentive Plan to the Managing Director and Chief Executive Officer, Richard Kimber and on the terms summarised in the Explanatory Notes accompanying the Notice of Meeting."*

### VOTING EXCLUSION STATEMENT//

#### Resolutions 2 and 4

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 2015 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 and 4 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 resolution 4 by Richard Kimber (being the only director eligible to participate in the OzForex Group Restricted Share Plan and Long Term Incentive Plan) and an associate of Mr Kimber. However, OzForex 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 OzForex;
- 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 or item 4 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 and/or item 4, 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

- 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 by 7.00pm on Monday 3 August 2015. A return envelope is provided.
- If you wish to submit your direct vote or your appointment of proxy and voting instructions electronically, visit the share registry website, [www.computershare.com.au/](http://www.computershare.com.au/). You will need your Security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.
- 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 3 August 2015. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

## EXPLANATORY MEMORANDUM

### ITEM 1: FINANCIAL REPORT AND REPORTS OF THE DIRECTORS AND AUDITORS//

In accordance with the Corporations Act 2001, the Financial Report, Directors' Report and Auditor's Report for the year ended 31 March 2015 will be put before the Annual General Meeting (AGM). These Reports are in OzForex's 2015 Annual Report and can be accessed on our website at [www.ozforex.com.au/investors](http://www.ozforex.com.au/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. PWC, OzForex's external auditor will attend the meeting and there will be a reasonable opportunity for shareholders to ask questions relevant to the audit.

### ITEM 2: REMUNERATION REPORT//

Shareholders are asked to adopt the Remuneration Report for the year ended 31 March 2015. The Remuneration Report is in the Directors' Report in OzForex's 2015 Annual Report and can be accessed on the website at [www.ozforex.com.au/investors](http://www.ozforex.com.au/investors).

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

Under the Corporations Act 2001, the vote on this Resolution is advisory only and does not bind the Board or OzForex. 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 2016 AGM if a 'second strike' was to occur at the 2016 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: ELECTION OF DIRECTORS//

#### 3 (a) Re-election of Peter Warne



Mr Peter Warne 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 himself for re-election as a director of the Company.

#### *Peter Warne*

Chairman – BA, FAICD  
Member of the Audit, Risk and Compliance Committee and Remuneration and Nomination Committee

*Age:* 59

*Appointed:* 19 September 2013

Independent director

*Residence:* Sydney, Australia

#### *Experience*

Peter joined the OzForex Group in September 2013 and has over 30 years' experience in banking and finance. Peter's prior professional experience includes Head of Bankers Trust Australia Limited's Financial Markets Group.

#### *Current Directorships*

##### *Chairman*

Australian Leisure and Entertainment Property Group

##### *Director*

ASX Limited; Macquarie Group Limited; Macquarie Bank Limited

##### *Member*

Board of NSW Treasury Corporation; Advisory Board for the Australian Office of Financial Management; Patron of Macquarie University Foundation

Peter holds a BA and is a Fellow of the Australian Institute of Company Directors

*Interest in shares:* 150,000 ordinary shares

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

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

#### 3(b) Election of Mr Douglas Snedden



On 16 March 2015 the Board appointed Mr Douglas Snedden as a new non-executive director. In accordance with clause 47(d) of the Company's Constitution and Listing Rule 14.4, Mr Snedden, being a director appointed by the Board to fill a casual vacancy and therefore only permitted to hold office until the AGM following his appointment, is retiring and, being eligible, is standing for election as a director of the Company.

#### *Douglas Snedden*

Non-Executive Director – BEc, MAICD  
Member of the Remuneration and Nomination Committee and Member of the Audit, Risk and Compliance Committee

*Age:* 57 years

*Appointed:* 16 March 2015

Independent director

*Residence:* Sydney, Australia

## Experience

Doug joined the OzForex Group in March 2015 and has over 30 years experience in finance, consulting, strategic management and outsourcing. Doug has previously worked as Country Managing Director of Accenture Australia.

## Current directorships

### Director

Transfield Services  
UXC Limited  
RoZetta Technology Limited

### Chairman

Odyssey House McGrath Foundation  
Chris O'Brien Lifehouse

*Interest in shares:* nil ordinary shares

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

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

## ITEM 4: GRANT OF EQUITY TO MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER – ISSUE OF EQUITY//

On 19 May 2015 the Board announced the appointment of Mr Richard Kimber as Managing Director and Chief Executive Officer (CEO) effective from 1 June 2015. Shareholders are being asked to vote on whether Mr Kimber should receive equity securities as part of his remuneration.

The Board believes that the CEO's remuneration should be aligned to the long-term interests of shareholders and that part of his remuneration should be in the form of equity that vests if certain conditions or hurdles are met.

As announced on 19 May 2015 Mr Kimber is eligible for equity grants made up of two elements for the 2016 year as follows:

- Long-term incentives (LTI) would be allocated in the form of performance rights and options.
- Half of Mr Kimber's short-term incentive (STI) which would be deferred, and delivered as restricted shares, rights or other security interests, vesting one third each over three years from 30 June 2017.

Shareholder approval is being sought at this meeting for the LTI component only. Shareholder approval will be sought at the 2016 AGM in respect of Mr Kimber's equity awards under the STI component referable to performance for the 2016 financial year.

### 1. Overview of CEO remuneration

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

	2016 Package
Total Fixed Remuneration	\$500,000
STI target value	\$750,000
LTI	
– Performance rights	\$250,000
– Options	400,000 options

The terms of the STI and LTI Plans are determined by the Board in accordance with Mr Kimber's employment agreement and consistent with the Company's remuneration strategy, have been designed to link Mr Kimber's reward to performance and the delivery of long-term results for the Company's shareholders. This is 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.

Full details of Mr Kimber's remuneration will be outlined in the 2016 Remuneration Report.

### 2. Requirement for shareholder approval

Under ASX Listing Rule 10.14, shareholder approval is required for a Director to be issued shares or any form of equity security under an employee incentive scheme. Accordingly, before any securities may be granted to Mr Kimber under the STI or LTI Plans, the grants must first be approved by shareholders in accordance with ASX Listing Rule 10.14.

Under the STI Plan, the Board decides at the date of grant whether any restricted shares awarded will be acquired on-market or issued by the Company. Similarly, under the LTI Plan, the Board decides at the date of vesting whether the shares underlying the performance rights will be acquired on-market or issued by the Company. Shareholder approval is being sought at this meeting to retain the flexibility to issue shares under either Plan.

### 3. Long Term Incentive Plan (LTI Plan)

Mr Kimber's initial LTI arrangements are being delivered in the form of performance rights and options.

The LTI Plan was established to assist in the attraction, motivation and retention of senior employees and aims to focus the efforts of participants on delivering long-term shareholder growth. Participants in the LTI Plan include Mr Kimber and other eligible employees (including executives, officers and other permanent employees). No other Directors are entitled to participate in the LTI Plan.

#### 3.1 Grant of performance rights

As announced on 19 May 2015, subject to shareholder approval, the Board proposes to grant performance rights to the value of \$250,000 to Mr Kimber as part of his remuneration for the 2016 financial year under the LTI Plan.

The approval sought under this resolution is to grant Mr Kimber performance rights under the LTI Plan. Performance rights entitle Mr Kimber to receive shares, subject to the satisfaction of performance conditions.

#### *Number of performance rights to be granted to Mr Kimber*

The Board has determined that it wishes to grant performance rights to the value of \$250,000 to Mr Kimber, with the number of performance rights being calculated by reference to the fair value of each performance right. The fair value of each performance right is estimated by taking the volume weighted average price of OzForex's ordinary shares over the 5 trading days prior to 26 June 2015 (being the date of issue of performance rights to the Executive Team) and discounting it for the probability of achieving the performance conditions and

the present value of expected dividends that will not be received by Mr Kimber during the performance period. The performance rights will be granted at no cost to Mr Kimber and no amount will be payable by Mr Kimber on vesting of the performance rights.

#### Performance conditions

The table below shows the number of performance rights to be granted at varying prices for OzForex shares. The fair value of each performance right was estimated at the varying prices of OzForex shares by discounting for the present value of expected dividends that will not be received by Mr Kimber and the probability of achieving performance levels. The value was independently verified by KPMG.

Assumed 5 day VWAP on 26 June 2015	Fair value of performance rights	Number of rights
2.00	1.60	156,055
2.10	1.68	148,544
2.20	1.76	141,723
2.30	1.85	135,501
2.40	1.92	130,412
2.50	2.00	125,125

The performance period will commence on 1 April 2015, being the beginning of the financial year and the same date that the performance period commences for other Executives who were granted performance rights in June 2015.

Following testing of the performance conditions at the end of the performance measurement period, being 31 March 2018 (described below), if the performance conditions are satisfied, Mr Kimber's performance rights automatically vest and OzForex will issue or procure the transfer to Mr Kimber of one OzForex share for each performance right which vests, for no further consideration.

The vesting of the performance rights will be tested against the performance conditions set for the performance measurement period. There will be no retesting of the performance conditions. The Board has determined that the performance conditions to apply to the proposed grant of performance rights to Mr Kimber is an Earnings Before Interest and Taxes (EBIT) compound annual growth rate (CAGR) with a vesting gateway using Earnings per Share (EPS) CAGR as set out in the table below.

100% of the performance rights will vest on 7 June 2018 depending on the performance outcome during the performance measurement period.

The performance conditions set out in the table below may be adjusted at the discretion of the Board to take account of corporate actions during the performance period which impact the appropriateness of the hurdles.

#### Rights attaching to performance rights

Performance rights carry no voting or dividend rights.

The LTI Plan contains provisions that the Board may make adjustments to the number of performance rights where required and permitted by the ASX Listing Rules, such as for variations in the share capital of OzForex.

Performance rights may only be transferred with the prior consent of the Board or by force of law upon death or bankruptcy.

#### Change of control

The Board has discretion to allow all or part of the unvested performance rights to vest in the event of a takeover or scheme or arrangement for OzForex.

#### Treatment of performance rights if Mr Kimber leaves OzForex

If Mr Kimber ceases employment prior to the performance conditions being met, generally unvested performance rights will not lapse and the performance conditions will continue to apply and be tested at the end of the performance measurement period.

However, under the LTI Plan, the Board has a discretion to determine that all or part of unvested performance rights will vest or lapse as a result of Mr Kimber ceasing employment. In determining whether a different treatment should apply to that set out above on cessation of Mr Kimber's employment, the Board will have regard to factors including, but not limited to, Mr Kimber's performance and the proportion of the performance period that has expired at the time of his cessation of employment.

The value of any termination benefits that may be given to Mr Kimber by reason of the exercise of the Board's discretion that his unvested performance rights will vest (and not lapse) cannot be determined in advance. This is because the value at the date of cessation of employment will depend upon:

- the date when, and the circumstances in which, Mr Kimber ceases employment;
- OzForex's share price at the date of vesting; and
- the number of unvested performance rights held by Mr Kimber at the time of cessation.

#### Shares allocated on vesting of performance rights

Shares allocated to Mr Kimber upon vesting of the performance rights will rank equally with other OzForex ordinary shares on issue.

### 3.2 Issue of Options

As announced on 19 May 2015, subject to shareholder approval, the Board proposes to make a one-off grant to Mr Kimber of 400,000 options (Options), each to acquire one ordinary share in the capital of OzForex at an exercise price of \$2.49 per share (Exercise Price), being the volume weighted average price of OzForex's ordinary shares over the 5 trading days prior to the date of Mr Kimber's employment agreement.

The approval sought under this resolution is to grant Mr Kimber Options under the LTI Plan.

The Board considered this one-off grant appropriate to ensure Mr Kimber's immediate alignment with shareholder interests. Any future grants of options will have appropriate performance conditions attached to them.

#### Number and Terms of Options to be granted to Mr Kimber

200,000 Options will be eligible for vesting on 30 June 2018 and 200,000 Options will be eligible for vesting on 30 June 2019. Vested Options must be exercised within 12 months of the relevant vesting date. Other than ongoing employment, there are no additional conditions that must be satisfied at the vesting date in order for vesting to occur.

Performance measurement period	Vesting gateway (EPS CAGR)	100% vesting (EBIT CAGR)	Pro-rata vesting from 25%-100% (EBIT CAGR)	0% vesting (EBIT CAGR)
1 April 2015 – 31 March 2018	17%	22%	17%-22%	<17%

The fair value of each Option has been estimated using a trinomial option pricing framework. In this case the fair value of the Options is determined to be \$103,895 for the options to vest on 30 June 2018 and \$100,447 for the options to vest on 30 June 2019.

#### ***Right attaching to Options***

Options carry no voting or dividend rights.

An Option will not confer on Mr Kimber any right to participate in new issues of shares by OzForex (including by way of rights issue or otherwise).

The LTI Plan contains provisions that the Board may make adjustments to the number of Options or the Exercise Price where required and permitted by the ASX Listing Rules, such as for variations in the share capital of OzForex.

#### ***Change of control***

The Board has a discretion to allow all or part of the unvested Options to vest in the event of a takeover or scheme of arrangement for OzForex.

#### ***Treatment of Options if Mr Kimber leaves OzForex***

If Mr Kimber's employment with OzForex ceases due to:

- His resignation (other than where there was a substantial diminution of his duties and responsibilities arising as a result of certain material events such as OzForex ceasing to be listed, Mr Kimber no longer holding the most senior executive position with OzForex or Mr Kimber being made redundant); or
- Mr Kimber being dismissed by OzForex with immediate effect or for poor performance or misconduct,

then all unexercised Options will lapse on the date of termination or the date the notice of termination is given.

If Mr Kimber's employment with OzForex ceases for any other reason, the unexercised Options will vest at the specified vesting date, unless those unexercised Options have lapsed because the Board determines that Mr Kimber has breached his post-employment covenants regarding not being involved with a competitor business or not soliciting business partners, suppliers, employees and contractors of OzForex.

#### ***Shares allocated on exercise of Options***

Shares allocated to Mr Kimber upon exercise of the Options will rank equally with other OzForex ordinary shares on issue.

### **4. Prohibition of hedging arrangements**

Consistent with the requirements under the Corporations Act 2001, under OzForex's Securities Trading Policy, Directors and restricted employees must not use, or allow to be used, derivatives or other products which operate to limit the economic risk of unvested shares, performance rights or options.

### **5. Disclosure for the purposes of Listing Rule 10.15**

The following information sets out the disclosures required for the purposes of ASX Listing Rule 10.15:

- (a) The maximum number of performance rights that can be granted to Mr Kimber under this approval is calculated by dividing \$250,000 by the fair value of each performance right. The fair value is estimated by taking the volume weighted average price of OzForex ordinary shares over the 5 trading days prior to 26 June 2015 and discounting it for the probability of achieving the performance conditions and the present value of dividends that will not be received. The maximum number of Options that can be granted to Mr Kimber under this approval is 400,000 Options.

The maximum number of ordinary shares in OzForex that may be acquired by Mr Kimber if all Options vest and are exercised is 400,000 shares;

- (b) The price payable on the grant or vesting of each performance right is nil. The acquisition price for the grant of the Options is nil. The Exercise Price of each Option is \$2.49 per ordinary share;
- (c) Since the 2014 AGM, Mr Neil Helm\* received 330,000 performance rights under the LTI Plan in accordance with the approval of that grant at the 2014 AGM. The acquisition price for those performance rights was nil;
- (d) Mr Kimber is the only person referred to in ASX Listing Rule 10.14 entitled to participate in the LTI Plan;
- (e) There is no loan proposed in relation to the proposed grant of restricted shares, performance rights and Options to Mr Kimber; and
- (f) The performance rights and Options are intended to be granted to Mr Kimber following the AGM. In any event, the restricted shares, performance rights and Options will not be granted later than 12 months after the date of the 2015 AGM.

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

The Board (other than Mr Kimber) unanimously recommends that the shareholders vote in favour of this resolution.

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

\* Mr Helm stepped down as Managing Director and CEO on 1 June 2015. As a result of this he has forfeited some of his performance rights as detailed in Remuneration Report as part of the Annual Report. 155,143 performance rights remain on foot and will vest, subject to satisfaction of the original performance conditions.

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## CONTACT INFORMATION

### HEAD OFFICE

OzForex Group Limited  
Level 9  
10 Bridge Street  
Sydney NSW 2000

Telephone: +61 2 8667 8000  
Facsimile: +61 2 8667 8080  
Email: [investors@ozforex.com.au](mailto:investors@ozforex.com.au)

### COMPANY SECRETARY

Ms Linda Cox

### SHAREHOLDER INFORMATION

[www.ozforex.com.au/investors](http://www.ozforex.com.au/investors)

### SHARE REGISTER

Computershare Investor Services Pty Limited  
Level 4  
60 Carrington Street  
Sydney NSW 2000

Telephone: + 61 3 9415 4000 or  
1300 850 505 (for Australian shareholders)

### ANNUAL REPORT

To request a copy of the Annual Report, please call Computershare or email at:  
[web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)

Electronic versions of OzForex's Annual Report are available at:  
[www.ozforex.com.au/investors](http://www.ozforex.com.au/investors)

### AUSTRALIAN SECURITIES EXCHANGE LISTING

OFX



# OzForex Group Limited

ABN 12 165 602 273



┌ 000001 000 OFX  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

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

**In Person:**

Computershare Investor Services Pty Limited  
452 Johnston Street  
Abbotsford, Victoria 3067

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

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Voting Form



### Vote and view the annual report online

Go to [www.investorvote.com.au](http://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, 3 August 2015**

### 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](http://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, 5 August 2015 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** 

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 Items 2 and 4 (except where I/we have indicated a different voting intention below) even though Items 2 and 4 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 Items 2 and 4 by marking the appropriate box in step 2 below.

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

## 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 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a	To re- elect Peter Warne as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b	To elect Douglas Snedden as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To approve the grant of performance rights and options to the Managing Director and CEO, Richard Kimber	<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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_