



1. Purpose

The Continuous Disclosure Committee Charter (**Charter**) governs the operations of the Continuous Disclosure Committee. It sets out the Continuous Disclosure Committee's role and responsibilities, composition, structure and membership requirements. The Continuous Disclosure Committee has been established to support the primary disclosure obligation for the Company to disclose market sensitive information to the Australian Securities Exchange (**ASX**) and other exchanges on which it is listed promptly and without delay. The Continuous Disclosure Committee provides assurance to the Board of the Company (**Board**) that all potentially market sensitive information has been considered for compliance with the Company's continuous disclosure obligations and the Company's Continuous Disclosure Policy.

The Continuous Disclosure Committee is responsible for identifying issues that require disclosure and ensuring that announcements are properly reviewed in accordance with this Charter and the Company's Continuous Disclosure Policy.

The Continuous Disclosure Committee will review and reassess this Charter at least bi-annually to assess whether it is operating effectively and whether changes are required and more regularly as legislative requirements change and best practice for continuous disclosure evolves. On each occasion, the Continuous Disclosure Committee will obtain the approval of the Board to the form of the Charter.

2. Duties and Responsibilities of the Continuous Disclosure Committee

The role of the Continuous Disclosure Committee is to ensure that adequate procedures, systems and controls are maintained to enable the Company to fully comply with its obligations regarding the timely and accurate identification and disclosure of information.

Where any information is referred to the Continuous Disclosure Committee, it will (as appropriate):

- review the information;
- urgently seek any advice that is needed to assist it in interpreting the information (noting that disclosure of the information cannot be delayed if the information is materially price sensitive on its face);
- determine whether any of the information is required to be disclosed to the ASX;
- consider whether it is necessary to request a trading halt to facilitate an orderly, fair and informed market in the Company's securities;
- coordinate the actual form of disclosure; and
- approve the proposed disclosure or seek Board approval where required in accordance with section 3 of this Charter.

It is incumbent on the Chief Executive Officer and Company Secretary, or, in their absence, another member of the Continuous Disclosure Committee to immediately notify the Chairman of the Board should any material concern arise regarding continuous disclosure. The Chair of the Board may provide input on the steps outlined above.

The Continuous Disclosure Committee is also responsible for overseeing and managing the investor relations functions including:

- the Investor Relations events calendar;
- review of investor focused information for public release (presentations, speakers' notes);
- Investor Relations interaction with the investment community;
- monitoring analyst variations to consensus and considering any actions in response; and
- scheduled and ad hoc Investor Relations blackout periods.

3. Role of the Board

Board approval and input will be required in respect of matters that are within the reserved powers of the Board (and responsibility for which has not been delegated to the Chief Executive Officer) or matters that are otherwise of fundamental significance to the Company. Such matters include:

- profit upgrades or downgrades;
- dividend policy, guidance or declarations;
- company transforming transactions or events; and
- any other matters that are determined by the Continuous Disclosure Committee or the Chairman of the Board to be of fundamental significance to the Company.

All announcements that do not require Board approval will be circulated to the Board after the announcement has been made.

Rapid response: In the event that Board approval cannot be obtained, the Chief Executive Officer or Company Secretary may authorise disclosure in consultation with the Chairman of the Board or, in the Chairman's absence, the Chairman of the Audit, Risk and Compliance Committee wherever possible in order to ensure compliance with the Company's continuous disclosure obligations. The announcement must then be considered by the Board at the first possible opportunity following its release to determine what, if any, further steps need to be taken by the Company

4. Membership

The Continuous Disclosure Committee will comprise the Chief Executive Officer, the Chief Financial Officer and the Company Secretary.

The Chairman of the Continuous Disclosure Committee is the Chief Executive Officer and in the absence of the Chief Executive Officer, the Chief Financial Officer shall chair the meeting.

The quorum necessary for the transaction of business by the Continuous Disclosure Committee will be two members present in person, by telephone or video conference call, one of whom will be the Chief Executive Officer or Chief Financial Officer.

The Board will have the power at any time to remove any members from the Continuous Disclosure Committee and to fill any vacancies.

5. Meetings

The Continuous Disclosure Committee will meet often enough to undertake its role effectively, being at least once a month.

Given the requirement in the ASX Listing Rules for immediate disclosure, in addition to regular scheduled meetings, any Continuous Disclosure Committee member may convene a meeting at any time, including at short notice.

A decision of the Continuous Disclosure Committee may be made by meeting, teleconference or email communication, and can involve obtaining independent legal or technical advice.



6. Secretary

The Company Secretary will act as the Secretary of the Continuous Disclosure Committee and will attend all Continuous Disclosure Committee meetings.

7. Reporting

The Board will receive a report from the Continuous Disclosure Committee at each scheduled Board meeting. The Committee will annually review and report to the Board on the operation of the Continuous Disclosure Policy and the effectiveness of the Continuous Disclosure Committee.

8. Other

The Continuous Disclosure Committee is authorised to engage, at the Company's expense, outside legal or other professional advice or assistance on any matters within its terms of reference.

The Continuous Disclosure Committee is authorised to seek any information it requires from any officer or employee of the Company and such officers or employees shall be instructed by the Board employing them to respond to such enquiries.

9. Charter Review Details

Approved: 22 March 2021

Author: Chief Legal Officer and Company Secretary

Approved by: OFX Group Limited Board

Next Review Date: March 2023