



1. Purpose

The purpose of this Policy is to assist in aligning the interests of the Non-Executive Directors with the interests of the Company's shareholders.

This Policy contains the procedures around the minimum shareholding required to be held by a Non-Executive Director.

Capitalised terms used in this Policy have the meaning given in clause 11.

2. Minimum shareholding requirement

Each Non-Executive Director must, subject to clause 5:

- a. within three years after the date of the Non-Executive Director's appointment, establish a level of Share ownership equal in value to the Director Fees; and
- b. thereafter, maintain a level of Share ownership equal in value to the Director Fees for as long as the Non-Executive Director remains a Non-Executive Director.

3. Interests counted

The Shares or interests in Shares that count towards a Non-Executive Director meeting the minimum shareholding requirement are Shares that are:

- a. owned by the Non-Executive Director or the Non-Executive Director's associated entities and close associates, each as defined in the *Corporations Act 2001* (Cth); and
- b. owned through a trust or in a superannuation fund or are otherwise held for the benefit of a person or entity referred to in clause 3a.

4. Value of interests

In calculating whether a Non-Executive Director has met the minimum shareholding requirement, the value used for each acquisition is:

- a. the closing price for a Share on the last trading day of January in the financial year in which the Non-Executive Director's compliance with clause 2 is being assessed (**Current Market Value**); or
- b. if the price paid by the Non-Executive Director to acquire the Share (**Purchase Price**) exceeds the Current Market Value by more than 15%, the Purchase Price.

The values must be represented in Australian dollars and applied against the number of Shares acquired in each instance.



5. Securities Trading Policy

Compliance with this Policy is subject to compliance with the Securities Trading Policy and nothing in this Policy is intended to impact the requirement for the Non-Executive Director to comply with Securities Trading Policy.

6. Top-ups

In Q4 of each financial year of the Company, the Company Secretary will complete an annual assessment of each Non-Executive Director's shareholding to determine whether the minimum shareholding requirement is met.

Where this assessment finds a Non-Executive Director's shareholding does not satisfy the minimum shareholding they must top up their shareholding as soon as possible and in accordance with the Securities Trading Policy.

7. Annual reporting

The Annual Report of the Company will include the details of the minimum shareholding requirement and each Non-Executive Director's compliance with the minimum shareholding requirement.

8. Disposal of Shares

Disposal of Shares is subject always to the requirements of the Securities Trading Policy and applicable laws/rules applying to the trading of securities of the Company.

Prior to disposing of any Shares:

- a. a Non-Executive Director (other than the Chair) must obtain written consent from the Chair in accordance with this Policy and the Securities Trading Policy; and
- b. the Chair must obtain written consent from the Chair of the Audit Risk and Compliance Committee in accordance with this Policy and the Securities Trading Policy.

Approval under this Policy to dispose of Shares must be sought by submitting the 'Notice of Proposed Disposal under the Minimum Shareholding Policy – Non-Executive Directors' form in Appendix 1 at the same time that clearance to deal with the Company's securities is sought in accordance with the Securities Trading Policy.

Approval to dispose of Shares may be granted for the proposed disposal or for some portion of the proposed disposal, in the absolute discretion of the Chair (in the case of an application for approval by all Non-Executive Directors other than the Chair) or the Chair of the Audit Risk and Compliance Committee (in the case of an application for apply by the Chair).



9. Exemption from compliance with this Policy

There may be circumstances in which compliance with this Policy would cause or contribute to severe financial difficulty for a Non-Executive Director or could prevent a Non-Executive Director from complying with an order of a court of law.

In these circumstances, the Non-Executive Director may submit a request to the Company Secretary including details of the applicable financial difficulty or other circumstances relative to the exemption from the Policy being sought.

The Chair (in the case of all Non-Executive Directors other than the Chair) and the Chair of the Audit Risk and Compliance Committee (in the case of the Chair) will decide on whether and to what extent any exemption may be granted. In doing so they will consider the Securities Trading Policy and whether any related clearance to dispose of Shares should be granted under that Policy.

If an exemption is granted, the Chair or the Chair of the Audit Risk and Compliance Committee (as applicable) will work with the Non-Executive Director to develop an alternative arrangement in relation to the Minimum Holding Requirement.

10. More information

If there are any questions regarding any aspect of this Policy, please contact the Company Secretary.

This Policy will be reviewed at least once every two years to assess whether it is operating effectively and whether changes are required. It may be reviewed more regularly as legislative requirements change and best practice evolves.

A copy of this Policy will be made available on the Company's website.

11. Definitions

Board means the board of directors of the Company.

Chair means the Chair of the Board.

Company means OFX Group Limited.

Director Fees means the annual fees payable to that Non-Executive Director for services as a director of the Company (but excluding any additional fees for membership of any Board committee or subsidiary board or for services as Chair or as chair of a Board committee).

Non-Executive Director means an appointed non-executive director of the Company.

Securities Trading Policy means the OFX Group Limited Securities Trading Policy as amended from time to time.

Share means a fully paid ordinary share of the Company.



12. Policy review

Updated: March 2024

Author: Chief Legal Officer and Company Secretary

Approved by: OFX Group Limited Board

Next Review Date: March 2026



Appendix 1

NOTICE OF PROPOSED DISPOSAL OF SHARES UNDER THE MINIMUM SHAREHOLDING POLICY – NON-EXECUTIVE DIRECTORS

This Notice is required to be submitted when approval is being sought to dispose of Shares in OFX Group Limited by a person who is subject to the Minimum Shareholding Policy for Non-Executive Directors. It is provided to the Chair/Chair of the Audit Risk and Compliance Committee at the same time as clearance is sought in accordance with the Securities Trading Policy.

To: Chair/Chair of Audit Risk and Compliance Committee*

From:

I currently own, for the purpose of the OFX Group Limited Minimum Shareholding Policy, the following Shares in OFX Group Limited:

Insert number:

I hereby seek approval to dispose of the following number of Shares in OFX Group Limited:

Insert number:

Date: _____

Signed: _____

* Non-Executive Directors other than the Chair must seek approval from the Chair. The Chair must seek approval from the Chair of the Audit Risk and Compliance Committee.