



Continuous Disclosure Committee Charter

1. Purpose

The Continuous Disclosure Committee Charter (the **Charter**) governs the operations of the Continuous Disclosure Committee (the **Committee**). It sets out the Committee's role and responsibilities, composition, structure and membership requirements.

The Committee has been established to support the primary disclosure obligation for OFX Group Limited (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 Committee provides assurance to the board of the Company (the **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.

This Charter will be made available on the Company's website.

2. Membership

The Committee will comprise the Chief Executive Officer and Managing Director, the Chief Financial Officer and the Company Secretary.

The Chair of the Committee is the Chief Executive Officer and Managing Director. In the absence of the Chief Executive Officer and Managing Director, the Chief Financial Officer shall chair the meeting.

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

The secretary of the Board or such other person as nominated by the Board will be the secretary of the Committee (**Committee Secretary**).

3. Meetings

The Committee will meet as often as necessary to undertake its role effectively.

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

A quorum for any meeting of the Committee will be two Committee members, one of whom will be the Chief Executive Officer and Managing Director or the Chief Financial Officer.

4. Authority

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

The Committee is authorised to seek any information it requires from any officer or employee of the Company or any of its related bodies corporate, and all such officers or employees shall be instructed by the Board employing them to respond to such enquiries.



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 and Managing Director) or matters that are otherwise of fundamental significance to the Company. Such matters include:

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

5. Duties and responsibilities

Continuous disclosure practices

The 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 Committee will 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 Committee, it will (as appropriate):

- a. review the information;
- b. 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);
- c. determine whether any of the information is required to be disclosed to the ASX;
- d. consider whether it is necessary to request a trading halt to facilitate an orderly, fair, and informed market in the Company's securities;
- e. coordinate the actual form of disclosure; and
- f. approve the proposed disclosure or seek Board approval where required in accordance with section 4 of this Charter.

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

Investor relations

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

- a. the investor relations events calendar;



- b. review of investor focused information for public release (for example, presentations and speakers' notes);
- c. investor relations interaction with the investment community;
- d. monitoring analyst variations to consensus and considering any actions in response; and
- e. scheduled and ad hoc investor relations blackout periods.

Reporting to the Board

The Board will receive a report from the 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 Committee.

6. More information

A copy of the Group Continuous Disclosure Policy is also available on the corporate governance section of the Company website at: www.ofx.com/en-au/investors/corporate-governance/

7. Charter review

The Committee will review the Charter assess whether it is operating effectively and whether changes are required:

- at least once in every two years; 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.

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Author: Company Secretary

Approved by: OFX Group Limited Board

Next review date: March 2027