



Code of Conduct

For our stakeholders, clients, communities,
investors, regulators and people.





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“Doing the right thing for our clients and running a good business go hand in hand.”

Skander Malcolm
CEO and Managing Director



A message from our CEO and Managing Director

At OFX, we're here to make a difference. That translates to all our stakeholders: our clients, our communities, our investors, our regulators and our people.

An important part of making a difference is ensuring that we're committed to doing what's right in everything we do. Our Code of Conduct sets clear expectations and provides a roadmap to guide our decision making to ensure we operate ethically and with integrity.

Doing the right thing for our clients and running a good business go hand in hand. Our Code of Conduct sets a standard for the behaviour, actions and decisions we expect from our people. Adhering to this code forms an important part of OFX's culture and values. If things go wrong, we need to be open about it, be clear about the steps we need to take to address any issues and act quickly to rectify them. This code is a valuable tool for our people and for our business. It reflects our commitment to doing the right thing and maintaining the highest ethical standards in the way we serve our clients and run our business. On its own this code is just words on paper. Together, we need to ensure those words are turned into actions.



Skander Malcolm
Chief Executive Officer and Managing Director



Why we have a Code of Conduct

Our Code of Conduct sets out our expectations for how we do things at OFX. It guides how we act and make decisions and provides a framework for the standards of conduct we expect as a business and for our people.

Our Code of Conduct applies to everyone who works at OFX, including our Board, the Global Executive Team, employees and contractors (and forms part of our corporate governance framework).

We expect everyone at OFX to:

- familiarise themselves with this code so they know where to find it and what it covers;
- adhere to everything within this code and speak up when they see or suspect activity that goes against this code;
- lead by example by being a behavioural role model for others within the organisation;
- seek guidance from their People Leader or a member of the Legal, Risk & Compliance or People & Culture teams when needed on any aspect of this code; and
- fully cooperate in any investigation into misconduct.



Our values

Our values embody our culture and help guide our behaviours and actions. We should be guided by them in everything we do:



Inspire client confidence.

Keep the client at the centre of everything we do.



Get the right stuff done.

Own it, execute it, deliver the exceptional.



Push boundaries.

Discover what is possible.



We're better together.

We are stronger as one team.



Always keep learning.

Share your expertise, learn from others.





How to use the Code of Conduct

Our Code of Conduct has been developed to help you do the right thing. This includes when faced with a situation that no one has had to resolve before or when you see something that doesn't sit right with you.

The Code of Conduct is designed to provide our people with an easy-to-understand framework to guide their actions and decision making.

Everyone at OFX is responsible for doing the right thing and acting in a way that reflects our values in everything we do. This code helps us navigate the complexities we face in our business every day.



Speaking up

If you have a question or feel concerned about something you've seen or have been asked to do, you are encouraged to speak up and seek help.

If you suspect that any fraudulent or unethical behaviour has occurred, or are concerned that any conduct by any OFX employee may be in breach of applicable law or this code, you can speak directly to the Chief People and Culture Officer, the Chief Legal Officer & Company Secretary, the Chief Risk Officer or the Chair of the Audit, Risk and Compliance Committee. Details of any concerns and the identity of anyone making the report will be treated confidentially. Any matter reported will be handled promptly and in a manner that ensures the individual is not disadvantaged for reporting their concerns.

OFX also has a dedicated, secure online portal called Whispli which you can use any time, 24/7, to report concerns. Specifically, you can use the Whispli portal to raise:

- issues that affect your wellbeing at work; and
- concerns about activities you believe are inconsistent with this code or that could be damaging to our stakeholders or OFX.

Our Whistleblower Policy provides further information on the types of concerns that should be raised and how we will support individuals who may have concerns regarding retaliation for raising issues.



Our Code of Conduct

Expectations and key group policies

Openness, honesty, fairness and integrity and in the best interests of stakeholders.

Our people must conduct themselves with openness, honesty, fairness and integrity and in the best interests of OFX and its stakeholders in all business transactions and in all dealings with others.

This means that our people must:

- act in accordance with OFX's values and in the best interests of OFX as a whole;
- recognise that their primary responsibility is to OFX and its shareholders;
- act honestly and with high standards of personal integrity;
- comply with all laws and regulations that apply to OFX and its operations;
- act ethically and responsibly;
- treat fellow colleagues with respect and not engage in bullying, harassment or discrimination;
- deal with clients and suppliers fairly and reasonably; not behave in any way that could be construed as being harsh, oppressive, unconscionable, unethical, coercive or dishonest;
- not engage in, or knowingly permit, any conduct that abuses human rights, including modern slavery or human trafficking within OFX's supply chain or clients;
- disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive, employee, consultant, secondee or contractor;
- not take advantage of the property or information of OFX or its clients for personal gain or to cause detriment to OFX or its clients;
- not take advantage of their position or the opportunities arising from that position for personal gain;
- report breaches of this code to the appropriate person or body within OFX;
- not knowingly participate in any illegal or unethical activity;
- not enter into any arrangement or participate in any activity that would conflict with OFX's best interests or that would be likely to negatively affect OFX's reputation;
- protect any OFX assets under their control and not use them for personal purposes, without OFX's prior approval;
- not make promises or commitments which to their knowledge OFX is unable to, or does not intend to, honour;
- ensure that all business decisions with clients and suppliers are made solely on sound commercial grounds having regard to quality, price and service;

- act with due care and diligence in fulfilling the functions of their position and exercising the powers attached to their office or employment;
- not engage in conduct which has the potential to bring OFX's reputation into disrepute; and
- attend and undertake their work without being under the influence of drugs, alcohol or other substances, or being distracted by personal business or other interests.

Giving and accepting gifts

Our people must avoid everything that could reasonably be construed as a bribe or improper or unethical inducement.

Our people must not give, seek or accept in connection with OFX's operations any gifts, meals, refreshments and entertainment from any other person which goes beyond common courtesies associated with the ordinary and proper course of business.

For further information, refer to OFX's Global Anti-Bribery and Corruption Policy.

Financial and other inducements

Offering a bribe to a government or public official and the receipt of a bribe by a government or public official is prohibited under the laws of most countries. Australia is a signatory to the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and has enacted legislation prohibiting the offering of anything of value to foreign public officials which enables it to prosecute its citizens and corporations for the bribery of public officials in other countries.

For further information, refer to OFX's Global Anti-Bribery and Corruption Policy.

Modern slavery and human trafficking

OFX rejects any form of modern slavery, such as slavery, human trafficking and forced labour, and seeks to always

conduct our business ethically and with integrity. Our people must respect the human rights of employees, clients, suppliers and business partners. OFX is committed to implementing controls to ensure that modern slavery and human trafficking do not occur in any part of our business or supply chains and raising awareness of these risks in our business and supply chains.

All of our people must actively seek to identify and manage risks related to human rights violations across OFX's business and through OFX's supply chain management in accordance with our Modern Slavery Statement.

For further information refer to OFX's Modern Slavery Statement.

Compliance with laws and regulations

Our people must comply with all laws and regulations relating to business conduct and OFX's operations. This includes being familiar with the duties and responsibilities applying under the laws relevant to OFX and in the context of their role in OFX.

Any activities carried out by any OFX employee outside Australia must comply with the foreign laws which may apply to any activities or operations. Each member of the Global Executive Team is required to ensure that they are aware of the legal obligations and requirements that impact their areas of responsibility. The laws that govern OFX's business activities may be complex. Our people are encouraged to contact the Chief Legal Officer or other member of the Legal team if they are unclear about the laws or regulations relating to their work.

There can be no justification for knowingly breaking the law or for choosing to be uninformed about the law. Good motives are not an excuse for committing illegal acts.

Anti-Money Laundering, Anti-Terrorist Financing and Sanctions Laws

Collectively, anti-money laundering, anti-terrorist financing and sanctions laws and regulations may restrict OFX's ability to do business with certain individuals, entities, governments and jurisdictions.

OFX is committed to complying with applicable anti-money laundering, counter-terrorism financing and sanctions laws and regulations. Our people must comply with the OFX's Anti-Money Laundering, Counter-Terrorism Financing and Sanctions policies. Failure to do so may result in reputational harm and financial losses for OFX.

Each company in the OFX Group has its own anti-money laundering/anti-terrorist financing policy, outlining how it identifies, mitigates and manages its money laundering and terrorist financing risk having regard to the nature, size and complexity of its business, the types of money laundering and terrorist financing they might reasonably face and local legislative requirements.

For further information on sanctions, please refer to the OFX Global Sanctions Policy.

You can seek further details on these policies or guidance from a member of the Compliance or Legal team.

Trading in shares

The law prohibits dealing in the shares of a company while in possession of 'inside information'. 'Inside information' is information that is not generally available and if it was available, a reasonable person would expect it to have a material effect on the price or value of shares.

For further information, refer to OFX's Securities Trading Policy.

Privacy

In the course of their duties, our people may have access to records and data which contain information that could

identify a person (Personal Information). Personal information must be handled securely and may not be disclosed to any unauthorised third party. Any access to and or handling of records or data which contain Personal Information must be done in accordance with the OFX Privacy Policy.

Confidentiality and control of information

Our people must ensure that they do not disclose any confidential information or proprietary information to any third party or other employee who does not have a valid business reason for receiving that information.

'Confidential Information' in this context means information identified as confidential or that would reasonably be considered as private or that is not generally available outside OFX. Confidential information includes information about OFX's clients, data, names, ideas, products, services, business plans and forecasts, financial information, systems, technology, software codes, algorithms, computer programs, trade secrets, know-how, procedures and protocols, policies, manuals, specifications and programs.

'Proprietary Information' in this context means information that OFX owns, develops, pays to have developed or to which it has an exclusive right.

If Confidential Information or Proprietary Information is required to be provided to third parties or other employees for a valid business purpose, OFX and all OFX employees must:

- take adequate precautions to ensure that information is only used for those purposes for which it is provided and is not misused or disseminated to OFX's detriment; and
- ensure that the information is returned or destroyed when the purpose is complete.

Such precautions include obtaining a confidentiality agreement, non-disclosure

agreement or other undertaking. Advice about these measures can be obtained from the Legal team.

OFX employees must:

- return all OFX property including any documents or Confidential Information or Proprietary Information on termination of employment or on the request of OFX or its representative; and
- if requested by a Global Executive Team member or representative, destroy or delete any Confidential Information or Proprietary Information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

Intellectual property

Unless a permitted exception applies, the intellectual property rights in any materials produced by our people, and generated in relation to OFX and its activities, is the property of OFX.

Intellectual property rights includes any ideas, inventions, discoveries, patents, patent applications, copyright, derivative works, trademarks, trademark applications, service marks, improvements, trade secrets, know-how, technical information, specification, product marketing and costing information and the like, and any corresponding property rights under the laws of any jurisdiction. Intellectual property may include written, audio- visual and website material created by or for OFX.

Conflicts of interest

A conflict of interest arises when you are in a position which requires you to balance your own interests or the interests of others (such as friends or relatives or any entity in which you have an interest) against the interests of OFX. Our people must fully and promptly disclose to OFX any private or other business interests or other matters which may lead to potential or actual conflicts of interest.

Our people must not, without written approval of a member of the Global Executive Team, pursue or take personal advantage of any business opportunities which arise as a result of their position within OFX, or the use of OFX's property or information. Our people must not use their position, or opportunities arising from their position, nor take advantage of any property or information of OFX or its clients, for personal gain (directly or indirectly) or to cause detriment to OFX or its clients.

Our people must not enter into any arrangement or participate in any activity that would actually or potentially conflict with OFX's best interests or that would be likely to negatively affect OFX's reputation.

Our people must not engage directly or indirectly in any outside business activity involving commercial contracts with, or work for the benefit of, third parties with whom OFX has entered into a commercial contract, without the prior written consent of a member of the Global Executive Team.

If there is any doubt about a conflict of interest, OFX employees should contact the Company Secretary, in the case of directors, or a member of the Global Executive Team, or their manager, in the case of any other employee.

Financial controls and integrity

OFX has stringent financial controls that are overseen by management, the Audit, Risk and Compliance Committee, OFX's internal auditor (where applicable) and OFX's external auditor.

Therefore:

- the use of OFX funds or assets for any unauthorised or unethical purpose, including for the advantage of others, or to cause loss to OFX is prohibited;
- no undisclosed funds or assets of OFX have, or will be, maintained or

- established for any purpose;
- no false or misleading entries may be made in the financial records of OFX for any reason;
- no payment on behalf of OFX may be made or approved on the understanding that it will or might be used for something other than the stated purpose;
- all OFX employees must ensure that OFX's financial records, reports and statements properly document all assets, liabilities, and revenue; and
- expenses accurately reflect all transactions and are retained in accordance with OFX's policies and all applicable laws and regulations.

Business agreements and contracts

OFX expects to compete fairly and ethically for all business opportunities. Our people must ensure that they act in accordance with the law if they are involved in the negotiation of agreements. All statements, communications and representations made to clients, suppliers, partners, competitors and others with whom business transactions are undertaken should be accurate and truthful and must not be misleading or deceptive.

All appropriate approvals must be obtained before any agreements are executed. The Delegated Authority Policy sets out the authority limits and approval authorities within OFX. If our people have any doubt as to their authority, they should seek advice from the Company Secretary.

OFX is committed to meeting all of its contractual obligations. Our people are expected to know, understand and honour the terms of OFX's contractual obligations that are relevant to their role.

Gathering information on OFX's competitors

While OFX acknowledges that an understanding of the market, and

therefore its competitors, is essential in undertaking business, gathering this information should be done legally and ethically. Information should not be gained through unlawful or deceitful means.

Our people

OFX actively supports the principle of equal employment opportunity and is committed to having a workplace that creates an environment of trust, mutual respect and teamwork with people who are diverse in background including but not limited to factors such as age, gender, gender identity, marital or family status, cultural and linguistic background, socio-economic background, disability, religious belief, sexual orientation and experience.

OFX is committed to avoiding discriminatory practices of any kind and to make employment and career decisions strictly on the basis of individual capability, performance, relevant experience and company requirements.

For further information, refer to OFX's Diversity and Inclusion Policy and Acceptable Workplace Behaviour Policy.

Mutual respect and inclusion

Our people are expected to treat colleagues, partners, clients, shareholders and anyone else with whom they interact in their work with courtesy and respect. OFX carries out its business operations globally and our people are expected to respect the cultural differences in each of the locations in which OFX operates. We recognise that a diverse workforce operating in an inclusive environment is key to our success. We are committed to building a culture and working environment in which our people can thrive, feel comfortable and respected and do their best work.

For further information, refer to OFX's Diversity and Inclusion Policy and Acceptable Workplace Behaviour Policy.

Other relevant policies

OFX has policies and procedures which govern the conduct of its business and operations. Our people are expected to make themselves familiar with OFX's policies and procedures and to adhere to those requirements in conducting business or operations on behalf of OFX.

Our people are expected to know, and always act within, the limits of their authority to speak on behalf of OFX and to commit OFX to business transactions or to make other commitments on behalf of OFX.



We are committed to building a culture and working environment in which our people can thrive, feel comfortable and respected and do their best work.



Consequences for breaching the Code of Conduct

All suspected breaches of this code will be thoroughly investigated. If these investigations reveal breaches of this code, appropriate disciplinary and remedial action will be taken, depending on the nature of the breach.

This will range from providing our people with training, coaching and counselling through to reduction of performance rating and/or compensation, formal warnings and/or termination of their employment. OFX reserves the right to inform the appropriate authorities where it considers there has been criminal activity or an apparent breach of the law.

More information

Please contact the Company Secretary with any questions regarding any aspect of this code.

This code is reviewed every two years or more frequently, if required, to ensure that it is operating effectively and whether any changes are required.

This code is available on OFX's website.

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Approved by: OFX Group Limited Board