

# Annual General Meeting

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7 August 2018





# Welcome

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Steven Sargent  
Chairman

# Agenda



Chairman's Address



CEO's Address



Formal Business



Close



Refreshments

# Chairman's Address

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Steven Sargent

Chairman



# CEO's Address

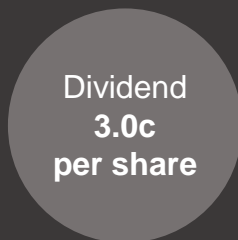
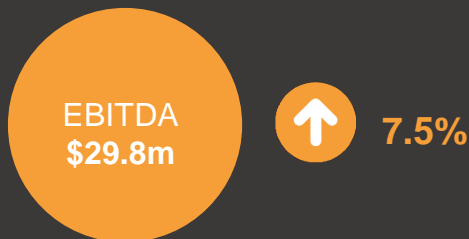
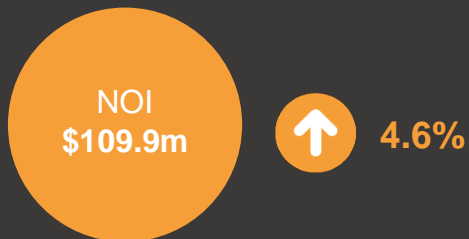
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Skander Malcolm

Chief Executive Officer and Managing Director



# FY18 summary - Good outcomes, delivering on commitments



## Grow revenue by driving fundamentals

- Revenue<sup>1</sup> growth: strong momentum in North America and Asia, up 12% and 68% respectively, and Corporate growth of 11%
- Australia up 3.6% in 2H18 vs. 2H17
- Transactions increased 13.1% on FY17
- Stable FY18 NOI margin of 52bps
- Positive operating leverage through disciplined cost management



## Delivering a better client experience

- Driving client engagement, active clients up 3.3% to 161,900
- Re-activating inactive clients, 72% of revenue from returning clients



## Transforming our technical capability

- FY18 included API Developer Portal release, a global website refresh, an app re-brand and continued development of Online Sellers (Global Currency Account)
- Server hosting costs decreased 18.5% in FY18

1. Revenue represents "Fee and trading income" in the statutory accounts

## Our mission

To become the trusted international money services provider by consumers and businesses, who value a seamless digital experience at a competitive price; with a personal, “always on” support team

## Growth drivers



Client Experience



Geographic Expansion



Partnerships

## Foundational enablers



Technology Foundations



Risk Management



People

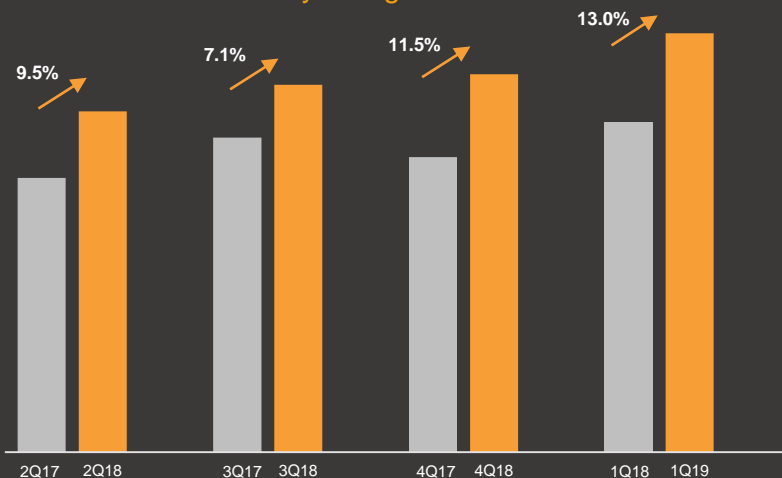


WHERE THE  
WORLD'S MOVING

# 1Q19 Continued Momentum



## Quarterly NOI growth vs PcP



<b>NOI</b> <b>\$30.1m</b>	<b>Active Clients</b> <b>160.9k</b>	<b>Transactions</b> <b>257.8k</b>
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↑ **13.0%**  
vs 1Q18

↑ **2.3%**  
vs 1Q18

↑ **13.6%**  
vs 1Q18

## Delivering on commitments

- OFX's best quarter ever for NOI
- 1Q19 revenue<sup>1</sup> growth from all regions and segments
  - Continued strong momentum across all geographies
  - Growth in both Corporate and Consumer
- Stable NOI margin ex International Payment Solutions (IPS)
- Good cost discipline, on-track for annual positive operating leverage
- Active clients slightly down in consumer, up in corporate vs FY18 full year
- Transactions per active client over the last 12 months increased 12.2%
- Client experience improvements on track, key 1H19 deliverables:
  - ✓ New mobile application release
  - ✓ New website release
  - ✓ Global Currency Account

<sup>1</sup> Revenue represents "Fee and trading income" in the statutory accounts



# Formal Business

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“To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 March 2018”

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 31 March 2018 be adopted.”

*This is a non-binding advisory vote.*

# FY18 Remuneration Outcomes



## Remuneration Outcomes

OFX made progress in FY18: 4.6% increase in NOI and 7.5% increase in EBITDA.

### Remuneration outcomes were as follows:

- Pay rises for 3 KMP: Skander Malcolm (2.5%); Adam Smith (2.4%); and Selena Verth (2.4%).
- Short Term Incentive (**STI**) awarded to KMP as the 90% of target EBT budget gateway was met .
- No increase in fees paid to Non-Executive Directors (remaining fixed since listing in October 2013).

### CEO Remuneration outcomes for FY18:

Component	\$AUD	FY18 Outcome
Total fixed remuneration	\$650,000	2.5% increase to base salary: \$665,749 from \$650,000
Short Term Incentive	\$750,000 target STI	STI Achievement: 81.7% (\$612,750) Cash: \$306,375 Deferred:\$306,375 (Subject to shareholder approval per Item 8)
Long Term Incentive	FY17/18 Grant	AGM 2017 shareholders approved one-off issue of a single LTI grant at 150% of fixed remuneration (\$975,000) equating to 1,877,166 shares

# Forward Approach to Remuneration



Redesign of Incentive Schemes to focus on growth in the Company's share price and align Executive and Shareholder interests.

## Key Criteria

### Alignment to Shareholder interests:

- Reflecting key financial drivers.
- LTI based on EBITDA accretion and TSR targets
- Attracts and retains high calibre Executives

### Alignment to Participant interests:

- Rewards capability and experience
- Reflects competitive reward for contribution to growth in Shareholder wealth
- Simplicity

Component	FY19 Design
Total Fixed Remuneration	Unchanged
Short Term Incentive	CEO: 50% cash, 50% deferred. Deferred to be delivered under new Global Equity Plan. Deferral is 2 years: rights vesting to shares in 12 months with a 12 month holding lock.
Long-term incentive	Retention of Executive Share Plan. CEO quantum % of TFR subject to shareholder approval. New performance measures for FY19: Absolute Total Shareholder Return (TSR) Compound Annual Growth Rate (CAGR) with a plan 'gateway' where average EBITDA over the 3 year performance period must be accretive.

## Votes on Item 2



VOTES	
For*	98.97%
Against	0.56%
Open votes (other than Chairman)	0.47%
Total Votes	134,998,387
Abstain	1,411,931

Figures relate to proxy votes lodged up to 2:00pm AEST on 5 August 2018.

\* Votes in favour consist of direct and open proxies to the Chairman.

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

“That Ms Lisa Frazier, who having been appointed as a Director of the Company on 1 April 2018 in accordance with Article 46(b) of the Company’s Constitution, and being eligible for election, be elected as a Director of the Company.”



## Lisa Frazier

Non-Executive Director – MBA, Bachelor of Chemical Engineering, Grad Dip Finance and Investment, GAICD

Lisa joined OFX Group Limited on 1 April 2018 and has over 17 years' experience in digital and technology specialising in digital disruption, product innovation, customer experience, data analytics and marketing across the B2B and B2C sectors. Currently Lisa resides in Silicon Valley where she is the Head of Innovation for Wells Fargo. Prior to her role with Wells Fargo, Lisa consulted on growth with recent examples including: product development at Jacobi Inc. and driving enterprise integrations of digital wealth management solutions for financial institutions at SigFig.

Previously, Lisa worked at Commonwealth Bank of Australia in the Chief Digital role as Executive General Manager Digital Channels. At CBA, she built out and led CBA's digital team, drove the company's agile transformation, and was responsible for the growth and operations of CBA's online and mobile platforms across the bank. Lisa was previously a Partner at McKinsey & Company – Technology, Media & Telecom practice based in New York and then San Francisco - where she led teams in the areas of digital strategy and transformation, digital media and marketing, and new business development.

Lisa resides in San Francisco, United States of America.

Lisa has no other current directorships.



## Votes on Item 3



VOTES	
For*	94.07%
Against	5.48%
Open votes (other than Chairman)	0.45%
Total Votes	135,020,002
Abstain	1,390,316

Figures relate to proxy votes lodged up to 2:00pm AEST on 5 August 2018.

\* Votes in favour consist of direct and open proxies to the Chairman.

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

“That Mr Douglas Snedden, being a Director who is retiring by rotation and standing for re-election in accordance with Article 47(a) of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”



## **Douglas Snedden**

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

Mr Snedden joined the OFX Group Board in March 2015 and has more than 30 years' experience in finance, consulting, strategic management and outsourcing largely gained through a distinguished career at Accenture, most recently as Managing Director of its Australian business.

Mr Snedden also serves as Chairman of isentia Group Limited (ASX: ISD) and is on the Board of university-owned Sirca Technology and is Chairman of Odyssey House McGrath Foundation and Chris O'Brien Lifehouse.

### **Current directorships**

Director: iSentia Group Limited\*; Securities Industry Research Centre of Asia-pacific (Sirca) Limited; Odyssey House McGrath Foundation and Chris O'Brien Lifehouse.

\* Currently acting as Executive Chairman pending appointment of Chief Executive Officer

## Votes on Item 4



<b>VOTES</b>	
For*	93.96%
Against	5.58%
Open votes (other than Chairman)	0.46%
Total Votes	134,994,672
Abstain	1,415,646

Figures relate to proxy votes lodged up to 2:00pm AEST on 5 August 2018.

\* Votes in favour consist of direct and open proxies to the Chairman.

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

“That, for the purposes of Exception 9 of ASX Listing Rule 7.2; section 260C(4) of the Corporations Act 2001 (Cth); and for all other purposes, the OFX Group Limited Global Equity Plan and future issues of securities under that Plan, as described in the Explanatory Memorandum, be approved.”

Introduction of a Global Equity Plan (**GEP**) to reward and incentivise Employees via offer of shares and/or performance rights through a deferred grant.

**GEP seeks to:**

- Align interests of Participants with Shareholders.
- Provide a means of attracting and retaining talent.
- Encourage employees to improve the performance of the Company and its total return to Shareholders.

## Votes on Item 5



<b>VOTES</b>	
For*	98.89%
Against	0.61%
Open votes (other than Chairman)	0.49%
Total Votes	134,999,799
Abstain	1,410,519

Figures relate to proxy votes lodged up to 2:00pm AEST on 5 August 2018.

\* Votes in favour consist of direct and open proxies to the Chairman.

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

“That, for the purposes of Exception 9 of ASX Listing Rule 7.2; sections 259B(2) and 260C(4) of the Corporations Act 2001 (Cth); and for all other purposes, the OFX Group Limited Executive Share Plan and future issues of securities under that Plan, as described in the Explanatory Memorandum, be approved.”



# OFX Group Limited Executive Share Plan

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Retention of the Executive Share Plan (**ESP**) as approved by Shareholders at the 2016 AGM.

ESP seeks to reward and incentivise Executives through an arrangement where Executives are offered shares, pursuant to a limited-recourse company loan, subject to long-term performance conditions.

Key elements redesigned to focus on growth in the Company's share price and align the interests of Executives with that of shareholders.

## **For FY19:**

- Performance measure: Absolute Total Shareholder Return (**TSR**) Compound Annual Growth Rate (**CAGR**).
- Plan 'gateway' where average EBITDA over the 3 year performance period must be accretive.

## **Loan forgiveness granted according to the below:**

- 10% forgiveness for 10% TSR CAGR
- 20% forgiveness for 15% TSR CAGR
- 30% forgiveness for 20% TSR CAGR

## Votes on Item 6



<b>VOTES</b>	
For*	97.99%
Against	1.49%
Open votes (other than Chairman)	0.51%
Total Votes	135,034,272
Abstain	1,376,046

Figures relate to proxy votes lodged up to 2:00pm AEST on 5 August 2018.

\* Votes in favour consist of direct and open proxies to the Chairman.

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

“That, for the purposes of ASX Listing Rule 10.14; sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for:

- (a) the issue to Mr John Alexander Malcolm of 691,603 ordinary shares under the OFX Group Limited Executive Share Plan as described in the Explanatory Memorandum; and
- (b) the provision of a loan to Mr John Alexander Malcolm to assist him to acquire the shares under the OFX Group Limited Executive Share Plan as described in the Explanatory Memorandum.”

# OFX Group Limited Executive Share Plan

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Shareholder approval is being sought for an FY19 LTI grant to Mr Malcolm under the ESP at 92% of his fixed remuneration, being \$666,231.

**Performance measure** for Mr Malcolm's FY19 grant is based on Absolute TSR CAGR. For the performance condition to be satisfied at Target, compounded growth in the Company's TSR must be 15% per annum over the 3 year performance period commencing 1 April 2018.

#### Loan forgiveness:

- 10% forgiveness for 10% TSR CAGR;
- 20% forgiveness for 15% TSR CAGR; and
- 30% forgiveness for 20% TSR CAGR.

Plan 'gateway': average EBITDA over the 3 year performance period must be accretive.

#### Number of shares:

Fixed Remuneration x Grant % x Gross-up Factor (2) divided by the share acquisition price (being the five day VWAP for the period prior to and including 22 June 2018).

$$= (\$666,231 \times 92\% \times 2) / \$1.7725$$

$$= \mathbf{691,603 \text{ shares}}$$

Gross-up Factor replaces the previous Fair Value Factor (Black Scholes).

## Votes on Item 7



VOTES	
For*	97.56%
Against	1.96%
Open votes (other than Chairman)	0.48%
Total Votes	135,036,880
Abstain	1,373,438

Figures relate to proxy votes lodged up to 2:00pm AEST on 5 August 2018.

\* Votes in favour consist of direct and open proxies to the Chairman.

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue to Mr John Alexander Malcolm of 172,850 performance rights under the OFX Group Limited Global Equity Plan as described in the Explanatory Memorandum.”

- Shareholder approval is being sought for the granting of performance rights to Mr Malcolm pursuant to Mr Malcolm's achievement of STI for FY18.
- EBT (Earnings Before Tax) gateway of at least 90% of target EBT was achieved (refer slide 9).
- Mr Malcolm's FY18 STI target was AU\$750,000 and his STI achievement, as assessed by the Board was 81.7% to be settled in 50% cash and the remaining 50%, subject to shareholder approval, deferred equity.
- STI equity grant for FY18 is \$306,375 equating to 172,850 performance rights.
- Number of performance rights that Mr Malcolm will be granted has been determined as at 22 June 2018 by dividing the dollar value of Mr Malcolm's grant by the fair value of a performance right using the volume weighted average price of the ordinary shares of the Company during the five trading days prior to and including 22 June 2018, being \$1.7725.

## Votes on Item 8



VOTES	
For*	97.94%
Against	1.59%
Open votes (other than Chairman)	0.48%
Total Votes	135,036,880
Abstain	1,373,438

Figures relate to proxy votes lodged up to 2:00pm AEST on 5 August 2018.

\* Votes in favour consist of direct and open proxies to the Chairman.



# Questions

Thank you

The material contained in this document is a presentation of general information about OFX Group Limited (**Company**) and its activities current as at 7 August 2018. Material is provided in summary only and does not purport to be complete. The material contained in this document has been prepared without taking into account the investment objectives, financial situation and particular needs of any particular person and should not be taken as advice for investment purposes or a recommendation in relation to the Company.

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