



25 February 2021

Company Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Change to Securities Trading Policy

The Directors of OFX Group Limited (**Company**) approved the adoption of a revised Securities Trading Policy for the Company and its related bodies corporate.

The key change to the previous Securities Trading Policy is that, subject to restrictions on insider trading, the persons to whom the Securities Trading Policy applies may now trade in OFX securities at any time other than during a specified Closed Period, being the one month period prior to the release of the Company's full year results and the two week period prior to each of the release of the Company's half year results and the Company's AGM. Directors may determine additional Closed Periods.

Any dealing in OFX securities requires approval of the OFX Chair, the Chair of the Audit Risk and Compliance Committee or the Company Secretary (depending on the person seeking approval). The approval, when given, is valid for a period of 5 Business Days.

Authorised by:
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Company Secretary and Chief Legal officer

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OFX Group Limited (ABN 12 165 602 273)



OFX Group Limited

Securities Trading Policy

Updated: February 2021
Author: Company Secretary
Approved by: OFX Group Limited Board

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PART ONE - INTRODUCTION

1. Purpose of this Policy

1.1 OFX is committed to complying with the Corporations Act and the ASX Listing Rules to create a transparent market in the trading of OFX securities on the ASX.

The ASX Listing Rules require OFX Group Limited, as a listed entity, to have a securities trading policy that restricts its key management personnel from trading in its securities during certain closed periods.

OFX Personnel are encouraged to hold OFX securities. It is important, however, that care is taken in the timing of any dealing in OFX securities to avoid insider trading.

1.2 This Policy has the following purposes:

- (a) to ensure that OFX Personnel and their Connected Persons are aware of the legal restrictions on dealing in securities which apply to them as a result of their involvement with OFX;
- (b) to set out the rules for OFX Personnel regarding their owning and dealing in OFX securities, to ensure that OFX Personnel respect the confidentiality of OFX information and do not take actions which may be seen as undermining OFX's reputation in the financial markets, and to keep the market informed of dealings; and
- (c) to establish rules to minimise the risk that OFX Personnel deal when in possession of price sensitive information and so to give confidence to the market and investors that OFX respects the integrity of the market.

1.3 The requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act on insider trading. This Policy takes into account ASX Guidance Note 27 (as updated on 23 August 2019).

2. Consequences of breaching this Policy

2.1 It is illegal for a person to deal or procure another person to deal, in OFX's securities when he or she possesses price-sensitive information concerning OFX. It is also illegal to communicate that information to someone who might deal in OFX's securities. This is regardless of whether the terms of this Policy have been complied with.

2.2 Insider trading has serious legal consequences including criminal liability (penalties include heavy fines and imprisonment) and civil liability (being sued by another party or OFX for loss suffered as a result of insider trading).

2.3 In addition, even a suspicion that insider trading may have occurred may lead to serious reputational damage.

2.4 Compliance with the rules set out in this Policy is mandatory and is a condition of the employment or other engagement of each OFX Personnel by the Company.

2.5 Accordingly, a breach of this Policy or the relevant laws will be regarded as serious misconduct which may lead to disciplinary action including dismissal.

2.6 Ultimate discretion rests with the Chair in respect of granting a waiver to the requirements of this Policy to allow OFX Personnel to trade in OFX's securities, provided that to do so would not be illegal. A waiver can be given or refused by the Chair in his/her absolute discretion. The Chair's decision to refuse a waiver is final and binding on the person seeking the waiver.

3. Who this Policy applies to

3.1 Does this Policy apply to me?

This Policy regulates dealings by all OFX Personnel, including Directors; the Global Executive Team; the Senior Leadership Team; as well as all other employees, consultants, contractors of OFX (together “**you**” or “**your**”).

Some restrictions in this Policy may not apply to your dealings in securities. Clause 3.2 tells you which of the restrictions in this Policy apply to dealings by you or your Connected Persons.

3.2 Which clauses of this Policy restrict dealings by you or your Connected Persons?

The clauses of this Policy which set out the main restrictions on dealings by you and your Connected Persons are as follows:

What is your connection with OFX?	Which clauses of this policy restrict dealings by you?
Directors, including the Chair	Clauses 7, 8, 9, 11 and 11. If you are the Chair, note the differences specific to you in clauses 9 and 11.1.
Global Executive Team, Senior Leadership Team, Finance Team, Specified Employees	Clauses 7, 8, 9, 11 and 11.
Other employees, consultants and contractors	Clauses 7 and 8 (except for 8.88.8 which does not apply to you)

You should also read clauses 1 to 6 of this Policy which contain background and definitions to help you understand those restrictions.

3.3 Exceptions

If this Policy restricts you from dealing in securities, you can check clause 10 in case it has an exception which you can rely on.

3.4 Application for approval

If there are exceptional circumstances where you need to deal in securities inside a Closed Period, you may be able to apply for approval to trade under clause 11.

4. Definitions

In this Policy the following words have the meanings given below:

Application Form has the meaning given in clause 9.5;

ASX means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited, as the case may be;

ASX Listing Rules means the listing rules of the ASX as amended from time to time;

Board means the board of Directors of OFX Group Limited;

Chair means the chair of the Board;

Chief Executive Officer means the Chief Executive Officer of OFX Group Limited;

Closed Period means:

- (a) during the period commencing on the date which is two weeks prior to the last day of the OFX Group Limited financial year and ending one trading day after the release of the OFX Group Limited's full year financial results or annual report to the ASX;
- (b) during the period commencing on the date which is two weeks prior to the last day of the OFX Group Limited half year financial close and ending one trading day after the release of the OFX Group Limited's half year financial results to the ASX;
- (c) during the period commencing on the date which is two weeks prior to the date of the OFX Group Limited Annual General Meeting and ending one trading day after date of the OFX Group Limited Annual General Meeting;
- (d) any period determined by the Board in accordance with clause 8.2; and
- (e) any other period determined by the Board.

Company Secretary means the Company Secretary of OFX Group Limited;

Connected Person means:

- (a) the spouse or partner of an OFX Personnel;
- (b) the dependent children of an OFX Personnel or an OFX Personnel's spouse or partner;
- (c) other dependents of an OFX Personnel or an OFX Personnel's spouse or partner;
- (d) anyone else who is in an OFX Personnel's family who the OFX Personnel may be expected to influence, or be influenced by, in dealings with securities; or

- (e) a company, trust or entity that an OFX Personnel or any of the persons in paragraphs (a) to (d) controls;

Corporations Act means the *Corporations Act 2001 (Cth)*;

Director means a director of OFX Group Limited or any of its Related Bodies Corporate;

deal and **dealing** means taking part in any transaction associated with buying, acquiring, selling, disposing of, converting or agreeing to do any of these;

Exceptional Circumstances include:

- (a) severe financial hardship;
- (b) compulsion by court order or court enforceable undertaking (eg in a bona fide family settlement to sell or transfer securities);
- (c) another overriding legal or regulatory requirement to do so; or
- (d) any other circumstance that is deemed exceptional by the Chair or the Chair of the Audit, Risk and Compliance Committee (as applicable);

Finance Team members are those persons that have an ultimate reporting line into the Chief Financial Officer of OFX Group Limited;

generally available means information that:

- (a) that consists of readily observable matter;
- (b) has been made known in a manner likely to bring the information to the attention of people who commonly invest in securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed;
- (c) is derived from information which has been made public; or
- (d) consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

Global Executive Team members are the Chief Executive Officer and those persons that have a direct reporting line to the Chief Executive Officer;

inside information or **price-sensitive information** is price-sensitive (market sensitive) information which is not generally available and which, if generally available, a reasonable person would expect to:

- (a) have a material effect on the price or value of OFX's (or another company's) securities; or

- (b) influence persons who commonly invest in securities in deciding whether or not to buy or sell OFX's (or another company's) securities;

Insider trading means dealing in any securities, or procuring others to do so, while you hold inside information, or communicating that inside information to others who may use it to deal in securities;

OFX means OFX Group Limited ACN 165 602 273 or any of its Related Bodies Corporate;

OFX Personnel includes Directors, the Global Executive Team, the Senior Leadership Team, the Finance Team and all other employees, consultants and contractors of OFX;

Policy means this securities trading policy;

Related Body Corporate has the meaning given in the Corporations Act;

securities means:

- (a) shares;
- (b) options;
- (c) debentures, units and other securities which OFX may issue, where OFX specifies at the time of issue that they are subject to this Policy;
- (d) financial products issued or created over or in respect of OFX's securities by OFX or third parties (for example warrants and other derivative products). This does not include portfolio products that are not specific to OFX – such as index funds; and
- (e) the securities in any other company as prescribed by clause 5(b).

Specified Employee has the meaning given in clause 9.2; and

Senior Leadership Team members are those persons that have a direct reporting line to a Global Executive Team member.

5. What 'securities' are covered by this Policy?

- (a) This Policy applies to the issue of new securities of OFX and the sale and purchase of any securities issued by OFX from time to time.
- (b) If, because of your position with OFX, you become aware of price-sensitive information relating to another company – e.g. the negotiation of a transaction by OFX with that company – which is relevant to the price of that company's securities, then "securities" in this Policy extends to the above categories with respect to that company as well and the restrictions in clause 7 will apply to any dealing in the securities in that company.

6. Brief overview of the law on insider trading

6.1 The following items are examples of information which may be "inside information" in relation to OFX or any other listed company:

- (a) a change in financial forecasts or expectations;
- (b) a proposed dividend;
- (c) changes in the Board or senior executives;
- (d) pending ASX announcements;
- (e) proposed changes in capital structure, including issues of securities, rights issues, the redemption of securities and capital reconstructions;
- (f) giving or receiving a notice of intention to make a takeover offer;
- (g) debt facilities and borrowings;
- (h) mergers, demergers, acquisitions and divestments;
- (i) significant changes in operations, strategy or proposed changes in the general character or nature of the business of OFX or its subsidiaries;
- (j) liquidity and cash flow information;
- (k) sales figures;
- (l) major or material purchases or sales of assets;
- (m) significant new contracts or customers;
- (n) an entity proposing to buy, or a security holder proposing to sell, a substantial number of OFX securities;
- (o) industry issues that may have a material impact on OFX;
- (p) significant litigation involving OFX;
- (q) allegations of any breach of the law or other regulatory requirements by OFX;
- (r) decisions on significant issues affecting OFX by regulatory bodies in Australia or other relevant jurisdictions (such as the Australian Securities and Investments Commission or the Australian Competition and Consumer Commission) and
- (s) any information required to be announced to the market pursuant to ASX Listing Rule 3.1 (Continuous Disclosure Rule) which is yet to be released to the market.

This is not an exhaustive list.

6.2 The source of inside information is irrelevant. It does not matter how or where an OFX Personnel obtains the information and it does not have to be obtained from OFX to constitute inside information. The prohibition on insider dealing will apply to any OFX Personnel who acquires inside information regardless of capacity.

6.3 As explained in clause 2, insider trading is a criminal offense and if convicted may be punishable by imprisonment and/or heavy fines. More information on price-sensitive information, and your obligations should you become privy to such information, can be found in OFX Group Limited's Continuous Disclosure Policy.

PART TWO – WHAT THIS POLICY RESTRICTS

7. Prohibition on insider trading

7.1 You are prohibited from insider trading in OFX's securities

You and your Connected Persons are prohibited from dealing in OFX's securities while in possession of price sensitive information concerning OFX.

7.2 You must not procure another person to deal when you are precluded from dealing

You are also prohibited from procuring another person, including Connected Persons, to deal in OFX's securities when you are precluded from dealing in OFX's securities under this Policy or by law.

7.3 You must not communicate confidential information

As noted under the OFX Group Limited Code of Conduct, during the course of your employment, or in the context of your engagement with OFX, you may have exposure to and obtain confidential information about operational or financial aspects of the OFX business. This information is confidential and must be treated sensitively.

You must not breach OFX's confidentiality or make use of confidential information obtained from OFX for personal gain or in a manner which would be detrimental to OFX. You must only use confidential information in ways which are authorised by OFX.

In no circumstances does OFX authorise you to communicate confidential information to another person if you know or should know that the other person would be likely to deal in OFX's securities or to communicate that information to someone who will.

In accordance with OFX's Continuous Disclosure Policy, you must also ensure that you do not speak to any media or external parties in relation to any price-sensitive and confidential information.

7.4 Outside companies

You and your Connected Persons are prohibited at all times from dealing in the securities of outside companies about which you hold price sensitive information by virtue of your position with OFX.

In addition to the application of the insider trading rules to securities in other companies, consistent with the confidentiality obligations under the OFX Group Limited Code of Conduct, you must treat the confidential information of third parties (such as suppliers) with the same level of respect and care as you treat information relating to OFX.

8. Other restrictions and obligations which apply at all times

The restrictions and obligations in this clause⁸ apply at all times, even when you do not have any inside information and irrespective of any other provision of this Policy.

8.1 Prohibition on dealing in securities during Closed Periods

You are prohibited from dealing in OFX securities during a Closed Period.

This prohibition extends to you tipping Connected Persons or any other person during a Closed Period.

The prohibition on trading during a Closed Period does not limit any other obligations of OFX Personnel prescribed by this Policy.

8.2 Other restricted periods

OFX reserves the right to impose ad hoc restrictions from trading in its securities, in addition to the fixed Closed Periods, on any or all of the following:

- (a) Directors, the Chair and/ or the Company Secretary;
- (b) the Global Executive Team, the Senior Leadership Team, the Finance Team and/or Specified Employees;
- (c) staff who work closely with, or in close proximity to any of the persons referred to in paragraph(a) or paragraph(b);
- (d) staff such as executive assistants or IT staff who may have access to email or document folders belonging to persons referred to in paragraph(a) or paragraph(b); and
- (e) Connected Persons of persons referred to in paragraph(a) and paragraph(b).

8.3 Compliance with law

You must ensure that all dealings by you or any of your Connected Persons in OFX securities comply with:

- (a) the Corporations Act and Corporations Regulations 2001 (Cth), including insider trading provisions; and
- (b) the ASX Listing Rules, including the continuous disclosure requirements in ASX Listing Rule 3.1 and the disclosure of Director's Interests in accordance with Listing Rule 3.19A.

8.4 You must keep a register of dealings

- (a) You must keep a register of any dealings you or your Connected Persons conduct in OFX's securities. This should be in the form of a collection of a record of every dealing, together with supporting material such as contract notes or their equivalent.
- (b) OFX is entitled to conduct an audit to confirm your compliance with this Policy, and upon request by OFX you must provide a copy of the register of your dealing.

8.5 You must ensure Connected Persons are aware of this Policy

You must ensure that your Connected Persons are aware of the content of this Policy and that they abide by the rules set out in clause 8 and other clauses as appropriate.

8.6 No speculative dealings

You and your Connected Persons are prohibited at all times from speculative dealing in OFX's securities, such as dealing for a short-term gain. This includes buying and selling securities within a three-month period, and entering into other short-term dealings (e.g. forward contracts). However, a sale of shares received following vesting of employee incentives with a vesting period of over three months is not considered speculative for this purpose.

You and your Connected Persons must not engage in short selling or in dealing through contracts for difference or derivatives linked specifically to OFX's securities.

8.7 No transactions which operate to limit the economic risk of security holdings

You and your Connected Persons are prohibited at all times from entering into transactions in financial products which operate to limit the economic risk of security holdings in OFX over unvested entitlements or vested entitlements subject to a holding lock or restriction on dealing (restricted entitlements or restricted securities), including, without limitation, any hedging or similar arrangement in respect of unvested entitlements or restricted entitlements held or granted under any equity based remuneration scheme.

8.8 Margin loans

If you are a Director, a member of the Global Executive Team, a member of the Senior Leadership Team, a member of the Finance Team or a Specified Employee, you and your Connected Persons are prohibited at all times from entering into any stock borrowing or margin loan arrangement in relation to security holdings in OFX, transferring securities in OFX into an existing margin loan account and selling securities in OFX to satisfy a call pursuant to a margin loan.

9. Approval for dealing in securities**9.1 Requirement for approval**

- (a) It is assumed for the purpose of this Policy that OFX Personnel are likely to be in possession of price-sensitive information by virtue of their position and that Connected Persons of those persons are at risk of being in possession of price-sensitive information (even though in fact they may not be so).
- (b) Accordingly, in addition to the other restrictions contained in this Policy, if you are a Director, member of the Global Executive Team, member of the Senior leadership Team, member of the Finance Team or a Specified Employee, you must apply for and receive written approval before you or your Connected Persons do any of the following:
 - i. deal in OFX's securities; or
 - ii. engage in any transaction or arrangement which may operate to limit the economic risk of your vested and unrestricted holdings in OFX.

9.2 Specified Employees

Members of the Global Executive Team (including any Director and the Company Secretary) and of the Senior Leadership Team can nominate other employees of OFX who they consider are likely to become aware of inside information in the course of their employment to also follow the procedures in this clause 9 (each a **Specified Employee**).

9.3 No requirement for approval by other employees or consultants

If you are an employee or a consultant and you are not a Director, member of the Global Executive Team, member of the Senior leadership Team, member of the Finance Team or a Specified Employee, you are not required to seek prior approval under clause 9.1(b) or notify the Company Secretary of dealings in OFX's securities, but the Closed Periods are still relevant to you. You must comply with clauses 7 and 8 (except for clause 8.8 which does not apply to you) of this Policy at all times.

Consultants and contractors to OFX are also expected to comply with any securities trading policy of their respective employer and understand their obligations in accordance with this Policy.

9.4 Who provides approval?

If prior written approval is required under clause 9.1(b) that approval must be obtained:

- (a) in the case of a Director (other than the Chair) or the Company Secretary, from the Chair;
- (b) in the case of the Chair, from the Chair of the OFX Audit and Risk Committee; and
- (c) in the case of members of the Global Executive Team, members of the Senior Leadership Team, members of the Finance Team or a Specified Employee, from the Company Secretary.

9.5 Application Form

- (a) If prior written approval is required under clause 9.1(b) that approval must be applied for in an application form in the form attached as Annexure A to this Policy, or such other form approved by the Board from time to time (**Application Form**).
- (b) The Application Form must include:
 - i. details of the proposed dealing; and
 - ii. confirmation by the applicant that he or she:
 - (A) does not hold any price-sensitive information;
 - (B) will not deal if he or she obtains price-sensitive information between applying and transacting the dealing; and
 - (C) acknowledges that the approval may be given or withheld at the discretion of the Chair, Chair of the Audit and Risk Committee or Company Secretary (as applicable) without giving reasons.

9.6 Decisions on applications for approval

- (a) Upon receipt of an Application Form, the Chair, the Chair of the Audit, Risk and Compliance Committee or the Company Secretary (as applicable) must confirm:
 - i. that no material announcement to ASX is planned or otherwise reasonably anticipated to be made within the next 10 business days;
 - ii. that it is not a Closed Period; and
 - iii. that the Chair, the Chair of the Audit, Risk and Compliance Committee or the Company Secretary (as applicable) is not aware of any reason why approval should be refused.
- (b) Approval may be given or withheld at the discretion of the Chair, the Chair of the Audit, Risk and Compliance Committee or Company Secretary (as applicable) without giving reasons.

- (c) Approval can be withdrawn if new information comes to light or there is a change in circumstances.
- (d) A decision to withhold approval is final and binding on the person seeking approval.
- (e) If approval is withheld, the person seeking approval must keep that information confidential and not disclose it to anyone.
- (f) In giving or refusing approval, the Chair, the Chair of the Audit, Risk and Compliance Committee or Company Secretary (as applicable) will have regard to whether OFX is considering any market announcement as regards to trading results, corporate transactions or otherwise, with the intent that the applicant is not permitted to deal in circumstances where there is a risk that the market will suspect that they had price sensitive information.
- (g) If approval is granted, written notification (which includes notification by email) will be provided. Approval granted under this Policy is valid for five business days from the date the approval is provided or such shorter time period specified by the Chair, the Chair of the Audit Risk and Compliance Committee or the Company Secretary (as applicable).

Approval is not an endorsement of a proposed dealing. You are individually responsible for your investment decisions and your compliance with law and this Policy.

- (h) The prohibitions against insider trading under clause 7.1 apply even if approval is granted.

9.7 Notice of dealings

- (a) You must notify the Company Secretary in writing within three business days after any dealings in OFX's securities by you or your Connected Persons made at any time including the entry into, renewal, alteration or closing out of any transaction or arrangement which operates to limit the economic risk of a security holding in OFX.
- (b) Without limiting clause 9.7(a) , if you are a Director, you must inform the Company Secretary of any change in your interest in OFX securities as soon as reasonably possible, and in any event within three business days of the change to enable OFX to comply with ASX listing rule 3.19A.2 with respect to the change. Notifications will also be tabled before the Board.
- (c) You must comply with any other disclosure required by law in relation to your dealings including under the substantial holder notice provisions of the Corporations Act if you at any time hold an interest of 5% or more in OFX's securities, and if that interest moves by 1% or more.

9.8 Register and recording by OFX

- (a) OFX will keep a register of applications for approval and decisions made (including any approvals under clause 11 of this Policy), and details of the subsequent dealings.
- (b) Where an OFX Personnel enters into, renews, alters or closes out a transaction or arrangement which operates to limit the economic risk of their vested and unrestricted security holdings, OFX may disclose the transaction or arrangement (e.g. in the Annual Report).

10. Excluded dealings

10.1 Exclusions from general dealing restrictions

Subject to the overriding prohibition against insider trading under clause 7.1, the requirements of this Policy do not restrict participation in:

- (a) employee share and option plans;
- (b) the executive long-term incentive plan; or
- (c) the dividend reinvestment plan,

in accordance with the rules of the relevant plan and the terms of any offer (other than in respect of entry into transactions or arrangements which may operate to limit the economic risk of a security holding in OFX and the dealing of OFX's securities to which participants become entitled under those plans).

10.2 Other exclusions

Subject to the overriding prohibition against insider trading under clause 7.1, the requirements of this Policy do not apply to and do not restrict participation in:

- (a) the acquisition of OFX's securities through a pro-rata issue (i.e. rights issue);
- (b) the acquisition of ordinary shares in OFX which results from conversion of securities which carry a right of conversion to ordinary shares;
- (c) the disposal of rights acquired under a pro rata issue;
- (d) the disposal of OFX's securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (e) an undertaking to accept, or the acceptance of, a takeover offer;
- (f) dealings where there is no effective change in the beneficial owner (such as a transfer to a family trust or to a self-managed superannuation fund);
- (g) a transfer of OFX securities by an OFX Personnel to a Connected Person of that OFX Personnel;
- (h) dealing in OFX's securities as a result of investment in, or dealing in units of, a fund or other scheme (other than a scheme only investing in OFX's securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (i) except where proposed to be undertaken by a Director or their Connected Person, dealing by an OFX Personnel where the OFX Personnel is a trustee or a director of a corporate trustee, trading in OFX's securities by that trust provided the OFX Personnel is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or directors or by the investment managers independently of the OFX Personnel;
- (j) the exercise (but not the sale of OFX's securities following exercise) of an option or a right under an employee incentive scheme; and
- (k) subject to compliance with clause 8.8 in relation to margin loans, a sale of OFX's securities that is the result of a secured lender exercising their rights under the margin lending arrangement.

10.3 Insider trading laws still apply

Under insider trading laws an OFX Personnel who possesses inside information may be prohibited from trading even where the trading falls within any of the exceptions in clause 11.1 or clause 11.2.

11. Exceptional Circumstances where dealings may be authorised

11.1 If you or your Connected Person needs to sell or dispose of OFX's securities due to Exceptional Circumstances but the sale or disposal would breach this Policy because it is inside a Closed Period, you may apply (on your own behalf or on behalf of your Connected Person) to the Chair for a waiver from compliance with a requirement in this Policy not to deal in a Closed Period.

11.2 If the Chair is the applicant, the Chair may apply to the Chair of the Audit, Risk and Compliance Committee for a waiver.

11.3 Written application required

A written application must be made setting out the circumstances of the proposed dealing and the reason the waiver is requested, including the details of the Exceptional Circumstances. The application must be accompanied by copies of relevant supporting documentation, including:

- (a) in the case of severe financial hardship, contact details of the applicant's accountant, bank and other independent institutions; or
- (b) in the case of compulsion by court order, court enforceable undertaking or legal or regulatory requirement, a copy of that order or undertaking or evidence of the legal requirement .

11.4 Decision

- (a) The decision to grant, or to refuse to grant, a waiver is at the complete discretion of the Chair or the Chair of the Audit, Risk and Compliance Committee, as applicable and is final and binding on the applicant.
- (b) The Chair or the Chair of the Audit, Risk and Compliance Committee (as applicable) may only exercise their discretion to grant a waiver if they are satisfied that:
 - i. Exceptional Circumstances exist;
 - ii. there is no inside information which has not been disclosed to the ASX; and
 - iii. the sale or disposal of OFX's securities is the most reasonable course of action in the circumstances.
- (c) A waiver must be in writing and is valid for two business days from the date the notification.
- (d) A copy of the waiver must be forwarded to the Company Secretary prior to the approved dealing.

- (e) A waiver can be withdrawn if new information comes to light or if there is a change in circumstances.
- (f) If a waiver is refused, the applicant must keep the information relating to the refusal, including the refusal itself confidential and not disclose it to anyone.
- (g) Any waiver granted under this clause 11 is a waiver of breach of the Policy only, and the laws against insider trading will still apply.

12. More information

- 12.1** If there are any questions regarding any aspect of this Policy, please contact the Company Secretary.
- 12.2** This Policy will be reviewed annually by the Board to check that it is operating effectively and whether any changes are required and may be amended by resolution of the Board.
- 12.3** This Policy will be made available on OFX's website.

ANNEXURE A: APPLICATION FORM

OFX Group Limited
Form for applications for approval under Securities Trading Policy

SECTION A – THIS SECTION TO BE COMPLETED BY THE APPLICANT

Items marked must be completed by all applicants.*

Applicant Details

Name of Applicant:

Title of Applicant:

Director	<input type="checkbox"/>
Chair	<input type="checkbox"/>
Global Executive Team	<input type="checkbox"/>
Senior Leadership Team	<input type="checkbox"/>
Finance Team	<input type="checkbox"/>
Specified Employee	<input type="checkbox"/>

If the application is being made on behalf of a Connected Person – name of that Connected Person:

Contact telephone number for Applicant:

Email address of Applicant:

You will be advised of the outcome of your application by email to this address.

Type of application*

Approval for dealing outside Closed Window ☐

Approval for dealing inside Closed Window (granted in Exceptional Circumstances only) ☐

Proposed dealing*

Describe proposed dealing:

Number of shares/ value of transaction:

Who will undertake the dealing (i.e. the applicant or their Connected Person):

When the dealing is proposed to take place:.

Exceptional Circumstances

(Only complete this section if the application is for a waiver for dealing inside a Closed Period).

Describe:

Severe financial hardship ☐

Court order or court enforceable undertaking compelling the dealing ☐

Legal or regulatory requirement compelling the dealing ☐

Any other circumstance ☐

Please note that a waiver will only be granted if the only reasonable course of action available in the circumstances is the sale or disposal of the OFX shares.

List supporting evidence to be submitted with this application.
 For example:

- any relevant tax assessment;
- any relevant bank statements;

- any relevant court order, or court enforceable undertakings; and/or
- a statutory declaration setting out the details of the Exceptional Circumstances.

Please note that an exception will only be granted if sufficient supporting evidence of the Exceptional Circumstances is provided.

Price-sensitive information*

Are you aware of any unpublished information which, if generally available, might materially affect the price or value of OFX Group Limited securities?

Yes
No

Acknowledgment by Applicant*

Please sign below to acknowledge your agreement with the following:

1. I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of OFX's securities; and
2. The transaction in the securities does not contravene the trading Policy of OFX Group Limited and without limitation:
3. I am not involved in any speculative trading in OFX's securities;
4. The transaction which is proposed is not in a financial product which operates to limit the economic risk I have in the value of any unvested entitlement or vested entitlement subject to holding lock or dealing restriction in OFX's securities.
5. I understand that dealing in OFX's securities when I have price sensitive information is against the law despite any approval or waiver granted to me by OFX.
6. I acknowledge that it is my responsibility to ensure that I and my Connected Persons are not in possession of price sensitive information at the time the dealing is transacted and I affirm that I will not transact if I or my Connected Person obtains price sensitive information between applying and the transaction.
7. I acknowledge that approval may be given or refused in the discretion of the Company Secretary without giving reasons.
8. Secretary without giving reasons.
9. I hereby declare that the information I have provided in this form is true and correct.

Applicant's signature: _____

Date: __/__/__

SECTION B – THIS SECTION TO BE COMPLETED BY THE CHAIR, CHAIR OF THE AUDIT, RISK AND COMPLIANCE COMMITTEE OR COMPANY SECRETARY (AS APPLICABLE)

**Acknowledgment by
Chair, Chair of the
Audit, Risk and
Compliance
Committee or
Company Secretary
(as applicable)**

Please sign below to acknowledge your agreement with the following:

Having checked, it is not a Closed Period, and:

- I am not aware that any announcement to ASX is planned or otherwise reasonably anticipated to be made within the next 10 business days;
- I am not aware of any reason approval should be refused. ☐

OR

Having checked, it is a Closed Period and:

- I am satisfied that Exceptional Circumstances exist;
- there is no inside information which has not been disclosed to the ASX; and
- I am not aware that any announcement to ASX is planned or otherwise reasonably anticipated to be made within the next 10 business days;
- the sale or disposal of OFX's securities is the most reasonable course of action in the circumstances.
- I am not aware of any reason approval should be refused. ☐

**Acknowledgment
and confirmation**

Application approved ☐

Application rejected ☐

Additional information required ☐

If additional information is required, please specify:

**Duration of
approval/waiver
granted**

10 business days (if approval for a dealing not during a Closed Period) ☐

2 business days if approval for a dealing during a Closed Period) ☐

**Other conditions of
approval/waiver
granted**

Signature of Chair, Chair of the Audit, Risk and Compliance Committee or Company Secretary (as applicable)*:

Date:

** All Directors and Company Secretary must obtain approval from the Chair. If you are the Chair you must obtain approval from the Chair of the Audit, Risk and Compliance Committee. Other members of the Global Executive Team, the Senior Leadership Team, Finance Team and Specified Employees must obtain approval from the Company Secretary.*