



> Notice of Meeting

2023





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> Chair's letter

Dear Fellow Shareholders

Invitation to attend our AGM

I am writing to invite you, as a shareholder in OFX Group Limited (OFX), to attend our Annual General Meeting (AGM) at 2:00pm on Thursday 3 August 2023.

Notice of meeting

The Notice of Meeting and Explanatory Memorandum can be viewed or downloaded at the Company's website at <https://www.ofx.com/en-au/investors/agm/>.

Hybrid meeting

Our AGM will be a hybrid meeting. Directors will attend in person at the OFX offices at Level 20, 60 Margaret Street, Sydney. OFX shareholders are invited to attend in person, or alternatively, will be able to participate in the AGM virtually through an online platform.

Webcast

You will be able to view the webcast of the AGM live via the online AGM platform at <https://www.ofx.com/en-au/investors/agm/>.

Further details on how to participate in the AGM online are set out in the Notice of Meeting and the OFX Online AGM Guide (Guide) which will be lodged with the ASX and is also available on our website at <https://www.ofx.com/en-au/investors/agm/>.

Corporate representatives

If you wish to attend and/or vote at the AGM on behalf of a corporate shareholder or proxy (either virtually or in person), evidence of your appointment as a corporate representative must be provided prior to the commencement of the AGM.

Voting

You will be able to vote online during the meeting (refer to details in the Guide). You will also be able to vote if you are attending in person. If you are unable to attend the AGM, I encourage you to lodge your vote in advance using the attached Voting/Proxy Form. Alternatively, you can use the Voting/Proxy Form to appoint a proxy to vote on your behalf.

Questions

Shareholders participating in the AGM will have the opportunity to submit questions to the Board and OFX's external auditors during the AGM online or in person. I strongly encourage you to submit questions on any shareholder matters that may be relevant to the AGM prior to the AGM using the enclosed Question Form.

I look forward to the opportunity to engage with you at the AGM and thank you for your ongoing support of OFX.

Yours sincerely



Patricia Cross
Chair

If you receive investor documents or the annual report or payment advice in physical copy – consider updating your preference to receive them in electronic format by visiting <https://investorcentre.linkmarketservices.com.au/> or calling 1300 554 474.

> Notice of meeting

The Annual General Meeting (**AGM**) of OFX Group Limited (**Company**) will be held:

Date: Thursday 3 August 2023

Time: 2:00pm (Sydney time)

Place: Level 20, 60 Margaret Street, Sydney, NSW, 2000

All shareholders are invited to attend the AGM in person or virtually through our online platform at <https://www.ofx.com/en-au/investors/agm>. If shareholders are unable to attend, shareholders may use the Voting/Proxy Form to lodge a direct vote in advance of the AGM or appoint a proxy.

A representative of a corporate shareholder or proxy will only be entitled to attend and/or vote at the AGM (either virtually or in person) if they have provided evidence to OFX of an effective corporate representative appointment prior to the AGM's commencement.

Items of Business

Item 1. Financial statements and Reports of the Directors and Auditors

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report for the Company for the financial year ended 31 March 2023. There is no vote on this item.

Item 2. Re-election of Mr Grant Murdoch

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

"That Grant Murdoch, who retires in accordance with Article 47(a) of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Details of Mr Murdoch's qualifications and experience and the recommendation of the Board in relation to his election are set out in the Explanatory Memorandum.

Item 3. Remuneration Report

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

"That the OFX Group Limited Remuneration Report for the financial year ended 31 March 2023 be adopted."

In accordance with Section 250R(3) of the *Corporations Act 2001* (Cth), the vote on this resolution is advisory only and does not bind the Directors or the Company.

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

› Notice of meeting

Item 4. Ratification of the granting of performance rights

Ratification of the granting of performance rights for the issue of up to 11,250,000 ordinary shares in association with the acquisition of Paytron Holdings Pty Ltd. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That the granting of performance rights on or around 3 July 2023 for the issue of up to 11,250,000 ordinary shares by the Company in connection with its acquisition of Paytron Holdings Pty Ltd, as announced to the ASX on 23 May 2023 and described in the Explanatory Memorandum, be approved for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

This resolution is subject to voting exclusions as set out at the Voting Exclusion Statement of this Notice of Meeting.

Item 5. Issue of Performance Rights to Mr John Alexander (‘Skander’) Malcolm under the OFX Group Limited Global Equity Plan in respect of FY23 Short Term Incentives

To consider and, if thought fit, 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:

- (a) the issue to Mr John Alexander Malcolm, Chief Executive Officer and Managing Director, of 256,346 performance rights under the OFX Group Limited Global Equity Plan in respect of his FY23 Short Term Incentives on the terms described in the Explanatory Memorandum that forms part of the Notice of Meeting; and
- (b) the transfer or allocation of securities to Mr Malcolm upon vesting of the performance rights.”

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

Item 6. Issue of Performance Rights to Mr John Alexander (‘Skander’) Malcolm under the OFX Group Limited Global Equity Plan in respect of FY24 Long Term Incentives

To consider and, if thought fit, 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:

- (a) the issue to Mr John Alexander Malcolm, Chief Executive Officer and Managing Director, of 704,761 performance rights under the OFX Group Limited Global Equity Plan in respect of FY24 Long Term Incentives on the terms described in the Explanatory Memorandum that forms part of the Notice of Meeting; and
- (b) the transfer or allocation of securities to Mr Malcolm upon vesting of the performance rights.”

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

> Voting exclusion statement

Item 3. Remuneration Report

A vote on the resolution relating to Item 3 must not be cast (in any capacity) by or on behalf of:

- any member of the key management personnel whose remuneration details are included in the Remuneration Report for the year ended 31 March 2023 (**KMP**); or
- any associate of a Restricted KMP (including close family members and companies the KMP controls),

(each a **Restricted Person**).

The Company will disregard any votes cast in favour of the resolution relating to Item 3 in any capacity by or on behalf of a Restricted Person.

However, the Company need not disregard a vote cast by a Restricted Person as a proxy if the vote is not cast on behalf of a Restricted Person and the vote is cast:

- by a Restricted Person as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that specifies the way the proxy is to vote on the resolution (eg for, against, abstain);
- by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that either:
 - does not specify the way the proxy is to vote on the resolution; or
 - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
- the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

'Key management personnel' and 'associate' each have the meaning given to that term in the *Corporations Act 2001* (Cth).

Item 4. Ratification of the granting of performance rights

The Company will disregard any votes cast in favour of Item 4 by or on behalf of each holder of shares in the capital of Paytron Holdings Pty Ltd (ABN 26 645 735 155) as at 23 May 2023 and any of their associates (each a **Restricted Person**).

However, the Company need not disregard a vote cast by a Restricted Person as a proxy if the vote is not cast on behalf of a Restricted Person and the vote is cast:

- by a Restricted Person as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that specifies the way the proxy is to vote on the resolution (eg for, against, abstain);
- by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with their directions on a proxy form that either:
 - does not specify the way the proxy is to vote on the resolution; or
 - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; or

> Voting exclusion statement

- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the resolution; and
- the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

Item 5. Issue of Performance Rights to Mr John Alexander ('Skander') Malcolm under the OFX Group Limited Global Equity Plan in respect of FY23 Short Term Incentives

In accordance with ASX Listing Rule 14.11, a vote on the resolutions relating to Item 5 must not be cast by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought or by or on behalf of any associate of such Director.

Mr John Alexander ('Skander') Malcolm is the only Director eligible to participate in the Global Equity Plan, including the Short Term Incentive Plan. The Company will disregard any votes cast in favour of the resolutions relating to Item 5 by or on behalf of:

- Mr John Alexander ('Skander') Malcolm; or
- an associate of Mr John Alexander ('Skander') Malcolm.

However, the Company need not disregard a vote if it is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form that specify the way the proxy is to vote on the resolution (eg for, against, abstain);
- by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

Item 6. Issue of Performance Rights to Mr John Alexander ('Skander') Malcolm under the OFX Group Limited Global Equity Plan in respect of FY24 Long Term Incentives

In accordance with ASX Listing Rule 14.11, a vote on the resolutions relating to Item 6 must not be cast by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought or by or on behalf of any associate of such Director.

> Voting exclusion statement

Mr John Alexander ('Skander') Malcolm is the only Director eligible to participate in the Global Equity Plan, including the Long Term Incentive Plan. The Company will disregard any votes cast in favour of the resolutions relating to Item 6 by or on behalf of:

- Mr John Alexander ('Skander') Malcolm; or
- an associate of Mr John Alexander ('Skander') Malcolm.

However, the Company need not disregard a vote if it is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form that specify the way the proxy is to vote on the resolution (eg for, against, abstain);
- by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given to the holder to vote in that way.

> Notes

Discussion and shareholder questions

Discussion will take place on all items of business to be considered at the AGM. All shareholders will have a reasonable opportunity to ask questions during the AGM, including via the online platform. This will include an opportunity to ask questions of OFX's External Auditor, KPMG. To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following requests:

- all shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of OFX;
- if a shareholder has more than one question on an item of business, all questions should be asked together; and
- shareholders should not ask questions at the AGM relating to any matters that are personal to the shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM may do so. A Shareholder Question Form has been included with this Notice of Meeting and is also available on OFX's website: <https://www.ofx.com/en-au/investors/agm>.

Written questions, other than to the Auditor (see Explanatory Memorandum Item 1), must be received by Link Market Services Limited by 8:00pm (AEST) on Thursday 27 July 2023, and can be submitted in accordance with the details set out below.

Webcast

The AGM will be webcast live for participation by shareholders and proxyholders via the online

platform at <https://www.ofx.com/en-au/investors/agm>. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform on the day of the AGM, you will need to provide your details (including Security Holder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a shareholder or proxyholder. Proxyholders will need their login details which will be provided by Link Market Services no later than 24 hours before the Meeting. Following this you will be given details as to how to vote and ask questions during the AGM.

More information about how to use the online platform (including how to ask questions and how to vote online during the AGM) is available in the Guide, which has been lodged with the ASX and is available at: <https://www.ofx.com/en-au/investors/agm>. If you intend to use the online platform, including if you intend to vote online during the meeting, we recommend that you test to see that the platform works on your device before the AGM commencement at 2:00pm on 3 August 2023. Further instructions on device configurations are provided in the Guide.

In addition to the above, Shareholders can also watch an archived recording of the webcast after the Meeting at <https://www.ofx.com/en-au/investors/agm>.

Voting information

Entitlement to vote

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that for the purpose of the AGM (including voting at the AGM), 'Shareholders' are those persons who are the registered holders of OFX shares at 7:00pm (AEST) on Tuesday 1 August 2023. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

> Notes

Shareholders may vote on all items of business, subject to the voting restrictions described in this Notice of Meeting.

Voting by poll

Each resolution considered at the AGM will be conducted by a poll. The Directors consider voting by poll to be in the interests of the shareholders as a whole and ensures the views of as many shareholders as possible are represented at the AGM.

Direct voting prior to the AGM

If a shareholder is unable to participate in the AGM, they are entitled to vote their shares directly by marking Section A 'Vote Directly' on the Voting/Proxy Form that accompanies this Notice of Meeting.

They will not need to appoint a proxy to act on their behalf. The Shareholder should mark either the 'for' or 'against' boxes next to each item on the Voting/Proxy Form. The 'abstain' box should not be marked – if a shareholder does mark the abstain box, then the vote for that item will be invalid.

If a shareholder does not give a direction on all of the items, or if they complete both Section A 'Vote Directly' and Section B 'Appoint a Proxy', their vote will be passed to the Chair of the AGM as their proxy.

In accordance with clause 37(b) of the Company's Constitution, the Directors have resolved that shareholders will be able to vote directly prior to the AGM on resolutions to be considered at the AGM at any time between the date of this Notice of Meeting and 2.00pm (AEST) on Tuesday 1 August 2023.

Direct voting

In accordance with clause 37(b) the Company's Constitution, the Directors:

- have determined that at the AGM, a shareholder who is entitled to vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution; and
- have approved the use of either:
 - a. the direct Voting/Proxy Form enclosed with this Notice of Meeting for use for direct voting prior to the AGM; or
 - b. shareholders or proxyholders can deliver their direct vote in real time during the AGM through either voting via the online platform or submission of a voting card at the meeting.

Direct voting during the AGM

Online

Shareholders will be able to log into the online voting platform to vote directly at any time between the start of the AGM at 2.00pm (AEST) and the closure of voting as announced by the Chair during the AGM on Thursday 3 August 2023.

In person

Those shareholders who choose to attend the meeting in person will be able to submit their voting cards.

> Notes

Appointing a Proxy

Shareholders who are unable to attend the AGM and do not choose to vote prior to the AGM are entitled to appoint a proxy to attend the AGM virtually on their behalf, and to vote in accordance with their instructions on the Voting/Proxy Form.

To appoint a proxy, mark Section B 'Appoint a Proxy' on the Voting/Proxy Form to appoint the Chair as proxy, or insert the name of an alternate proxy in the space provided.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate. If a body corporate is appointed as proxy, it must appoint an individual as its corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) to exercise its power as proxy at the AGM. Evidence of this appointment must be provided to the Company prior to the commencement of the AGM.

Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.

The Chair intends to vote all available and undirected proxies in favour of each item of business.

If a shareholder appoints a KMP (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on Items 3, 5 and 6 unless the shareholder directs the KMP how to vote or the Chair is the shareholder's proxy. If a shareholder appoints the Chair as their proxy or the Chair is appointed as the shareholder's proxy by default and the shareholder does not mark a voting box for Items 3, 5 and 6 then by signing and returning the Voting/Proxy Form the shareholder will be expressly authorising the Chair to exercise the proxy in respect of the relevant item even though the item is connected directly or indirectly with the remuneration of KMP.

If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies but do not specify the proportion of the number of votes each proxy may exercise, each proxy may exercise half of that shareholder's votes.

How to appoint a proxy

For an appointment of proxy to be effective, the Voting/Proxy Form with Section B 'Appoint a Proxy' marked to indicate your appointment of a proxy (and the power of attorney or other authority, if any, under which the Voting/Proxy Form is signed or a certified copy of the power or other authority) must be received at the Share Registry of the Company no later than 2:00 pm (AEST) on Tuesday 1 August 2023 (48 hours before AGM).

If your Voting/Proxy Form is signed by an attorney, or in the case of a Voting/Proxy Form submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar.

> Notes

Appointing a corporate representative

A body corporate that is a shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth).

The representative should register on behalf of a body corporate and must provide evidence of their appointment to the Share Registry of the Company prior to the commencement of the AGM.

If the appointment of a corporate representative is signed by an attorney, or in the case of an appointment submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar.

Important note

A representative will not be permitted to ask questions or to vote at the AGM if evidence of their appointment as a corporate representative has not been provided prior to the AGM.

How to submit a Voting/Proxy Form or evidence of appointment of corporate representative

Voting/Proxy Forms (and, if applicable, authorities) and evidence of appointment of a corporate representative may be lodged by one of the following methods:

Online

www.linkmarketservices.com.au

If you wish to submit your appointment of proxy and voting instructions or your appointment of a corporate representative electronically, visit the share registry website.

You will need your Security Holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Proxy Form.

In person

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

If attending in person, bring these documents with you to the AGM.

Mail

OFX Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

The Company reserves the right to declare invalid any direct vote, proxy appointment or appointment of corporate representative not received in this manner.

› Explanatory memorandum

This Explanatory Memorandum forms part of the Notice of Meeting and is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Item 1: Financial Statements and Reports of the Directors and Auditors

In accordance with the *Corporations Act 2001* (Cth), the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 March 2023 (together the **Reports**) will be put before the Annual General Meeting (**AGM**). These Reports are in the Company's 2023 Annual Report and can be accessed on the Company's website at <https://www.ofx.com/en-au/investors/reports-presentations/>.

This item does not require a formal resolution and accordingly, no vote will be held on this item.

Following consideration of the Reports, the Chair will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent External Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer questions submitted by shareholders prior to the AGM that are relevant to the content of the Independent External Auditor's Report or the conduct of the audit. The questions must be submitted in accordance with the directions in the Shareholder Question Form by 8:00pm (AEST) on Thursday 27 July 2023.

A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

Printed copies of the Annual Report have only been mailed to those shareholders who have elected to receive a printed copy. We encourage all shareholders to reconsider the receipt of printed materials and encourage you to change your election to receive these electronically. Please update your preference regarding communications at www.linkmarketservices.com.au.

› Explanatory memorandum



Item 2: Re-election of Mr Grant Murdoch

Mr Murdoch was elected to the Board of the Company on 19 September 2013 and was last re-elected as a Director of the Company at the Company's 2020 AGM. He will retire under Article 47(a) of the

Company's Constitution and, being eligible under Article 47(c) of the Company's Constitution, offers himself for re-election as a Director of the Company.

In accordance with Article 47(a) of the Company's Constitution a Director of the Company must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment.

In accordance with ASX Listing Rule 14.4, a Director of an entity must not hold office (without re-election) past the third AGM following the Director's appointment or three years, whichever is longer.

Grant Murdoch

MCom (Hons), FAICD, CAANZ

Chair of the Audit, Risk and Compliance Committee; Member of the Nomination Committee

Grant has over 36 years' experience in accounting and corporate finance. Grant's prior professional experience includes Head of Corporate Finance for Ernst & Young Queensland and he is a graduate of the Kellogg Advanced Executive Program at the North Western University, Chicago, United States.

Current directorships (Listed companies):

Director Lynas Corporation Limited, Director Auswide Bank Limited.

Previous directorships (Listed companies):

Director Redbubble Limited (December 2016 to November 2019), Director ALS Limited (August 2011 to July 2020), Director Cardno Limited (January 2013 to November 2015).

Interest in shares: 345,000 ordinary shares.

Board recommendation

If re-elected, Mr Murdoch has indicated to the Board that he will retire prior to the expiration of his 3 year term (as determined by paragraph 47(a) of the Company's Constitution and Listing Rule 14.4). The Board has commenced a process to review the board composition and believes in ensuring an appropriate and smooth transition. Until such process is concluded, the Board believes that it is in the best interests of the Company and shareholders for Mr Murdoch to be re-elected.

The Board (other than Mr Murdoch) has determined (after reference to, amongst other things, the Company's Board skills matrix and the current and future needs of the Company) that Mr Murdoch has the skills, attributes and experience required by the Company for it to effectively execute its strategy.

The Board has determined that Mr Murdoch, if re-elected, will be an Independent Non-Executive Director.

The Board supports the re-election of Mr Murdoch and (Mr Murdoch abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Murdoch as a Director.

› Explanatory memorandum

Item 3: Remuneration Report

In accordance with section 250R(2) of the *Corporations Act 2001* (Cth), the Board is presenting the Company's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report was published on 23 May 2023 in the Company's 2023 Annual Report and has also been available on the Company's website since that date.
<https://www.ofx.com/en-au/investors/>

The Remuneration Report:

- Explains the Board's policies in relation to the objectives and structure of the Company's remuneration schemes;
- Discusses the relationship between the remuneration outcomes and the returns to shareholders;
- Provides details of performance conditions, why they were chosen and how performance is measured against them;
- Describes the governance framework of the Company's remuneration arrangements; and
- Sets out the remuneration arrangements for each of the Key Management Personnel (**KMP**).

Under the *Corporations Act 2001* (Cth), the vote on this Resolution is advisory only and does not bind the Board or the Company. However, the Board will take the outcome of the vote into account when considering future remuneration for KMP.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

In the interests of corporate governance, the Directors abstain from making a recommendation in relation to this resolution.

The Chair of the AGM intends to vote all available and undirected proxies in favour of this resolution.

Item 4. Ratification of the granting of performance rights

The Company announced the acquisition of Paytron Holdings Pty Ltd (ABN 26 645 735 155) (**Paytron**) on 23 May 2023. As part of the consideration that the Company paid for its acquisition of Paytron, the Company has granted performance rights (Acquisition Issuance) which entitle the recipients (being the owners of Paytron) to up to 11,250,000 ordinary shares, subject to Paytron meeting relevant performance milestones.

Broadly speaking, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the number of fully paid ordinary shares it had on issue at the start of that period.

The Acquisition Issuance does not fit within any of the exceptions and has not been approved by the Company's shareholders and, accordingly, the Acquisition Issuance effectively uses up part of the Company's 15% limit under ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following each issuance.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1. As a result, Item 4 seeks shareholder approval for the Acquisition Issuance for the purposes of ASX Listing Rule 7.4.

› Explanatory memorandum

If Item 4 is passed, the Acquisition Issuance will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of the relevant issuance. If Item 4 is not passed, the Acquisition Issuance will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of the relevant issuance.

Specific information on the Acquisition Issuance

- Number of performance rights: Performance rights which entitle the recipients (being the owners of Paytron) to up to 11,250,000 ordinary shares.
- Issue price: Until performance milestones are achieved the performance rights have no rights and no value.
- Performance milestones: There are two categories of performance milestones (a) threshold milestones to be satisfied in order to have any consideration shares issue and (b) revenue based milestones to be achieved for consideration shares to issue which are tied to the contribution that the Paytron business makes to OFX in the 3 year period from completion of the transaction. The Board is of the view that the performance milestones are appropriate and equitable with a demonstrable nexus between the performance milestones, the underlying transaction and purpose for which the shares may be issued.
- Issue date: The performance rights were issued to the owners of Paytron under the Share Sale and Purchase Agreement to acquire the entire issued share capital of Paytron Holdings Pty Ltd (ABN 26 645 735 155) which, as at the date of the Notice of Meeting, is expected to close on or around 3 July 2023.

- Recipients of the performance rights: The vendors who sold their shares in Paytron Holdings Pty Ltd (ABN 26 645 735 155) to the Company.
- Purpose of the issue and use of funds: As noted above, the shares may be issued as part of the consideration for the Company's acquisition of Paytron Holdings Pty Ltd (ABN 26 645 735 155).

A voting exclusion applies to this resolution and is set out in the Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of this resolution. The Chair of the AGM intends to vote all available and undirected proxies in favour of this resolution.

Item 5. Issue of performance rights to Mr John Alexander ('Skander') Malcolm under the OFX Group Limited Global Equity Plan in respect of FY23 Short Term Incentives

The Company is seeking approval under ASX Listing Rule 10.14 for the grant of performance rights to Mr Malcolm pursuant to Mr Malcolm's achievement under the Company's Short-Term Incentive (STI) Plan for the 2023 financial year. These performance rights will be issued under the Global Equity Plan.

Why approval is required

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the acquisition of securities under an employee incentive scheme by specified persons, including a Director of the Company.

If shareholder approval is obtained under Listing Rule 10.14, 256,346 performance rights (ie the maximum amount that could vest) may be issued

› Explanatory memorandum

to Mr Malcolm under the Global Equity Plan. Approval of this resolution will also result in the grant of these performance rights falling within exception 14 in ASX Listing Rule 7.2. If approval is given, these performance rights will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1. This proposal for the grant of performance rights is consistent with the Company's remuneration framework and Mr Malcolm's remuneration structure since his appointment as CEO and Managing Director and as previously disclosed to shareholders.

If shareholder approval is not provided, the Directors will exercise their discretion pursuant to the terms of the Global Equity Plan which, subject to the vesting conditions described below, may include the Company acquiring shares on-market to be transferred to Mr Malcolm at the end of the one year vesting period (as permitted by the Exception to Listing Rule 10.14 in Listing Rule 10.16(a)) and/or the payment of cash.

Current remuneration framework

Mr Malcolm is a Director of the Company and, therefore, any acquisition by Mr Malcolm of securities under an employee incentive scheme is covered by Listing Rule 10.14.1.

Mr Malcolm's current remuneration consists of:

- **Fixed remuneration:** \$720,861 inclusive of statutory superannuation¹;
- **Short Term Incentives:** Target is 115% of total fixed remuneration - 50% of which is cash and 50% of which is deferred remuneration. The deferred remuneration is delivered in performance rights 50% of which vest after 1 year and 50% of which vest after 2 years. For FY23 short term incentives, Mr Malcolm will be granted 256,346 performance rights. The grant of these performance rights was

subject to achievement of performance conditions by both the Company and Mr Malcolm personally. The performance rights to be granted to Mr Malcolm for FY23 short term incentives, including the key terms and issue price of these performance rights are described under the heading '*Proposed FY23 STI Grant to Mr Malcolm*' below and on page 16; and

- **Long Term Incentives:** Target is 115% of total fixed remuneration all of which is deferred remuneration and delivered in performance rights which vest after 3 years subject to achieving performance metrics. For FY24 long term incentives, Mr Malcolm will be granted 704,761 performance rights. The performance rights to be granted to Mr Malcolm for FY24 long term incentives, including the key terms and issue price of these performance rights are described in Item 6 below under the heading '*Proposed FY24 LTI Grant to Mr Malcolm*' on page 20.

FY23 STI Grant

The Company's STI plan for FY23 was the same as for FY22. From FY19 the STI Plan features a Company multiplication factor, driven by Company performance measures to be reviewed and reset annually with Threshold/Target/Maximum levels for each metric (**Company Performance Measures**).

FY23 Company Performance Measures were set at:

- Underlying NOI (30%);
- Underlying EBT (30%);
- Strategic Investments (20%); and
- Risk and ESG (20%).

All employees, including Mr Malcolm, also have individual performance measures to be equally weighted.

1. Inclusive of increase in super guarantee rate increase effective 1 July 2022.

› Explanatory memorandum

For certain employees, including Mr Malcolm, there is a component of the total STI award that is deferred. The purpose of the STI deferral and grant of performance rights is to drive further alignment between employee and shareholder interests, and to provide a clear focus on long-term sustainable growth.

Deferred STI is granted in the form of performance rights issued under the Global Equity Plan.

Proposed FY23 STI Grant to Mr Malcolm

For the 2023 financial year Mr Malcolm's STI target was 115% of his TFR and his STI achievement, as assessed by the Board was 112.97%. This was calculated based on a 102.7% funding from the Company Performance Measures and an individual performance of "Exceeds Expectations" measured against his individual KPIs.

Mr Malcolm's STI payment is settled 50% cash and the remaining 50%, subject to shareholder approval, deferred equity to be delivered in performance rights with 50% vesting one year after issue and the other 50% vesting two years after issue.

Mr Malcolm's STI equity grant for FY23 is \$468,255 equating to a maximum of 256,346 performance rights, each with a value of \$1.82665 determined on the following basis:

Summary of Material Terms of Proposed FY23 Deferred STI grant to Mr Malcolm

Number of Performance Rights	Maximum of 256,346 performance rights determined by dividing the dollar value of Mr Malcolm's deferred equity grant by the fair value of a performance right
Issue Price	The performance rights will be issued using the volume weighted average price of the ordinary shares of the Company during the ten trading days from 23 May 2023 to 5 June 2023, being \$1.82665 ¹ .
Value	The value the Company attributes to each performance right is \$1.82665 being the Issue Price.
Consideration	The performance rights will be issued for nil consideration. There is no loan repayable by Mr Malcolm in respect of these performance rights.
Date of issue	If shareholder approval is obtained, the performance rights are expected to be issued to Mr Malcolm as soon as practicable after the AGM and, in any event, no later than 12 months after the AGM. If approved, performance rights will be issued using an effective grant date of 4 August 2023.

1. VWAP is rounded to 4 decimal places.

› Explanatory memorandum

Vesting	<p>The performance rights will vest for nil consideration on 15 June 2024 and 15 June 2025, at which time one performance right will convert to one fully paid ordinary share. In accordance with the terms of the Global Equity Plan, the performance rights will not confer any legal or equitable interest in shares represented by the performance rights until the vesting date.</p> <p>The Board may determine that a vested performance right will be satisfied by the Company making a cash payment to Mr Malcolm in lieu of allocating shares.</p>
Trading restrictions	<p>The shares granted to Mr Malcolm upon vesting of the performance rights will not be subject to a holding lock.</p>
Dividends	<p>Mr Malcolm has no right to receive dividends or distributions in respect of unvested performance rights.</p>
Adjustment Events	<p>The Board has discretion to determine that the Performance Rights will lapse or be deemed forfeited, the Vesting Conditions or Vesting Dates are varied or that Mr Malcolm will be required to transfer shares acquired upon vesting in the circumstances set out in the 'Other considerations' section below.</p>
Additional information	<p>Details of the shares issued to Mr Malcolm under the STI Plan will be published in the Company's annual report for FY24, along with a statement that approval for the issue of those shares was obtained under ASX Listing Rule 10.14.</p> <p>Mr Malcolm is the only Director currently entitled to participate in the STI Plan. If any additional person(s) covered by ASX Listing Rule 10.14 who are not named in the Notice of Meeting become entitled to participate in the STI Plan after this resolution 5 is approved at the AGM, and who were not named in the Notice of Meeting, they will not participate until shareholder approval is obtained under that rule.</p>

Issues of securities under the OFX Global Equity Plan

Since the Global Equity Plan was first approved by shareholders at the 2018 AGM a total of 814,730 performance rights have been issued to Mr Malcolm under the Global Equity Plan pursuant to the STI Plan for nil consideration.

In addition, Mr Malcolm was issued:

- 80,398 ordinary shares under the Global Equity Plan as a retention grant for nil consideration in accordance with the approval granted at the 2020 AGM; and
- 997,120 performance rights under the Global Equity Plan for nil consideration in respect of LTI in accordance with the approvals granted at the 2022 AGM and the 2021 AGM.

It is also proposed that Mr Malcolm will be issued 704,761 performance rights under the Global Equity Plan in respect of FY24 LTI on the terms set out in Item 6 below.

No other securities have been issued to Directors or their associates under the Global Equity Plan since it was approved at the 2018 AGM. The Company's Non-Executive Directors receive fixed fees and are not eligible to participate in any incentive scheme. As Managing Director and Chief Executive Officer, Mr Malcolm is the only Director entitled to participate in the Global Equity Plan.

› Explanatory memorandum

Other considerations

The Board's view is that this award is appropriate to reflect the Company's performance in FY23 under Mr Malcolm's guidance. The grant of performance rights will encourage a focus on the future success of the business and is aligned with the long-term interests of shareholders. Performance rights do not provide Mr Malcolm with the full benefit of share ownership (such as dividend and voting rights) unless the performance rights vest.

If Mr Malcolm ceases to be an employee all vested and unvested performance rights will be retained by him unless the Board exercises its discretion to determine that those performance rights will lapse or be forfeited.

Where in the opinion of the Board, Mr Malcolm acts fraudulently or dishonestly, or is in material breach of his obligations to OFX and/or its subsidiaries, any unvested Plan Interests, vested but unexercised Options or Rights and/or any Restricted Shares will lapse or are deemed forfeited (as applicable) immediately, unless the Board determines otherwise.

The Board has discretion to determine that one or more of the following will apply with respect to Mr Malcolm's grant:

- some or all of the performance rights will lapse or deemed forfeited;
- the Vesting Conditions will be varied;
- the Performance Period will be varied; or
- Mr Malcolm will be required to transfer some or all of the shares acquired by him (or some or all of the cash if the performance rights are settled in cash) upon vesting of the performance rights for no consideration, or pay an amount equal to the market value of those shares on the date of acquisition or disposal,

as the Board deems necessary to:

- i. protect the financial soundness of the Company;
- ii. respond to material examples of his misconduct, risk events or failure to take accountability;
- iii. reflect financial or non-financial risk-taking behaviour or non-compliance with legislation or the Company's Risk Management Framework; or
- iv. respond to significant unexpected or unintended consequences that were not foreseen on the date of the grant or any Vesting Date.

If there is a Control Event, the Board may in its discretion convert all or any of the Rights to Shares or permit the exercise of some or all Rights or Options, whether or not Vesting Conditions have been satisfied. Further, the Board may remove any Disposal Restrictions, whether or not all requirements have been satisfied.

Directors' recommendation

The Board (Mr Malcolm abstaining) considers that the proposed issue of performance rights under the Global Equity Plan to Mr Malcolm in respect of FY23 STI is appropriate and is in the best interests of the Company and its shareholders, as the issue of performance rights strengthens the alignment of Mr Malcolm's interests with shareholders, and the performance rights provide a strong link between the reward for Mr Malcolm's performance and Company performance.

Mr Malcolm makes no recommendation on how to vote on Item 5 in light of his direct interest in Item 5.

A voting exclusion applies to this resolution and is set out in the Notice of Meeting.

The Board (Mr Malcolm abstaining) recommends that shareholders vote in favour of this resolution.

The Chair of the AGM intends to vote all available and undirected proxies in favour of this resolution.

› Explanatory memorandum

Item 6. Issue of performance rights to Mr John Alexander ('Skander') Malcolm under the OFX Group Limited Global Equity Plan in respect of FY24 Long Term Incentives

The Company is seeking shareholder approval under ASX Listing Rule 10.14 of the *Corporations Act 2001* (Cth) for the proposed issue of performance rights to Mr Malcolm under the Global Equity Plan in respect of Mr Malcolm's FY24 Long-Term Incentive (**FY24 LTI Grant**).

Why approval is required

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the acquisition of securities under an employee incentive scheme by specified persons, including a Director of the Company.

If shareholder approval is obtained under Listing Rule 10.14, up to 704,761 performance rights (ie the maximum amount that could vest) may be issued to Mr Malcolm under the Global Equity Plan. Approval of this resolution will also result in the grant of these performance rights falling within exception 14 in ASX Listing Rule 7.2.

If approval is given, these performance rights will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

If shareholder approval is not provided, the Directors may exercise their discretion pursuant to the terms of the Global Equity Plan which, subject to the vesting conditions described below, may include the Company acquiring shares on-market to be transferred to Mr Malcolm at the end of the three year vesting period (as permitted by the Exception to Listing Rule 10.14 in Listing Rule 10.16(a)) and/or the payment of cash.

Current remuneration framework

Mr Malcolm is a Director of the Company and, therefore, any acquisition by Mr Malcolm of securities under an employee incentive scheme is covered by Listing Rule 10.14.1.

Mr Malcolm's current remuneration is described in Item 5 above under the heading '*Current Remuneration Framework*'.

Long Term Incentive Plan

In FY21, the Board undertook to review the remuneration plans for Executives that resulted in changes in the performance metrics for Company funding for the Short-Term Incentive (STI) Plan as well as the design and performance metrics for the Long-Term Incentive (LTI) Plan for Executives from FY22 onwards.

During FY23, the Board continued to consider the effectiveness of these plans and engaged Godfrey Remuneration Group and Guerdon Associates to provide independent benchmarking data on Executive remuneration and Non-Executive Director fees to assist with Executive base salary and Non-Executive Director fee recommendations. In particular, with the intent of ensuring that OFX has competitive remuneration in place for the Executive team and that remuneration is aligned to market practice. The external advisors did not provide recommendations and the data was used as an input to decision-making by the People, Culture and Remuneration Committee and the Board only.

> Explanatory memorandum

Proposed FY24 LTI Grant to Mr Malcolm

FY24 LTI is to be granted in the form of performance rights issued under the Global Equity Plan.

For FY24 Mr Malcolm's LTI Grant value is \$858,236, equating to a maximum of 704,761 performance rights, each with a value of \$1.82665 determined on the following basis:

Proposed FY24 LTI Grant to Mr Malcolm	
LTI Grant value	\$858,236 being 115% of Mr Malcolm's Total Fixed Remuneration as at 1 June 2023 of \$746,292.
Number of Performance Rights	Maximum of 704,761 performance rights determined by dividing the dollar value of Mr Malcolm's LTI Grant value by the Issue Price and multiplying this number by 150% (being the stretch target for the performance rights).
Issue Price	The performance rights will be issued using the fair market value of the performance rights calculated as the volume weighted average price of the ordinary shares of the Company during the ten trading days following 23 May 2023 (being the date on which the FY23 results were announced), being \$1.82665 ¹ .
Value	The value the Company attributes to each performance right is \$1.82665, being the Issue Price.
Consideration	The performance rights will be issued for nil consideration. There is no loan repayable by Mr Malcolm in respect of these performance rights.
Date of issue	<p>If shareholder approval is obtained, the performance rights are expected to be issued to Mr Malcolm as soon as practicable after the AGM and, in any event, no later than 12 months after the AGM.</p> <p>Performance rights will be issued using an effective grant date of 15 June 2023.</p>
Vesting	<p>The performance rights will vest for nil consideration when the Board determines that the vesting conditions have been satisfied, at which time one performance right will convert to one fully paid ordinary share. This is expected to be on/around 10 June 2026. In accordance with the terms of the Global Equity Plan, the performance rights will not confer any legal or equitable interest in shares represented by the performance rights until the vesting date.</p> <p>The Board may determine that a vested performance right will be satisfied by the Company making a cash payment to Mr Malcolm in lieu of allocating shares.</p>

1. VWAP is rounded to 5 decimal places.

Explanatory memorandum

	Tranche	Threshold (25%)	Target (100%)	Stretch (150%)
Vesting Conditions	Tranche A (EPS): 50% of FY24 LTI Grant			
	Compound Annual Growth Rate (CAGR) of Normalised Earnings Per Share (Normalised EPS) over a performance period of three financial years commencing 1 April 2023.	5%	8%	15%
	Tranche B (aTSR): 50% of FY24 LTI Grant			
	CAGR of Absolute Total Shareholder Return (aTSR) over a performance period of three financial years commencing 1 April 2023.	5%	10%	15%
	Vesting Schedule	17%	67%	100%
	Continuous active employment until the vesting date. The Board being satisfied that no circumstance giving rise to a right to claw back has arisen.			
Vesting schedule	Each of Tranche A and Tranche B will vest in accordance with the following vesting schedule:			
	Performance measure	% of performance rights in the relevant tranche that vest		
	Below threshold	Nil		
	Threshold	17%		
	Between Threshold and Target	17% – 67% on a straight line sliding scale		
	Target	67%		
	Between Target and Stretch	67% – 100% on a straight line sliding scale		
Stretch and above	100%			
Trading restrictions	The shares granted to Mr Malcolm upon vesting of the performance rights will not be subject to a holding lock.			
Dividends	Mr Malcolm has no right to receive dividends or distributions in respect of unvested performance rights.			
Adjustment Events	The Board has discretion to determine that the Performance Rights will lapse or be deemed forfeited, the Vesting Conditions or Vesting Dates are varied or that Mr Malcolm will be required to transfer shares acquired upon vesting in the circumstances set out in the 'Other considerations' section below.			
Additional information	Details of the shares issued to Mr Malcolm under the FY24 LTI Grant will be published in the Company's annual report for FY27, along with a statement that approval for the issue of those shares was obtained under ASX Listing Rule 10.14.			
	Mr Malcolm is the only Director currently entitled to participate in the LTI Plan. If any additional person(s) covered by ASX Listing Rule 10.14 who are not named in the Notice of Meeting become entitled to participate in the STI Plan after this resolution 6 is approved at the AGM, and who were not named in the Notice of Meeting, they will not participate until shareholder approval is obtained under that rule.			

› Explanatory memorandum

Issues of securities under the Global Equity Plan

Since the Global Equity Plan was first approved by shareholders at the 2018 AGM the only securities issued to Directors or their associates under the Global Equity Plan are the performance rights and ordinary shares described in Item 5 above. It is proposed that Mr Malcolm will also be issued 256,346 performance rights under the Global Equity Plan in respect of FY23 STI on the terms set out in Item 5 above.

No other securities have been issued to Directors or their associates under the Global Equity Plan.

The Company's Non-Executive Directors receive fixed fees and are not eligible to participate in any incentive scheme. As Managing Director and Chief Executive Officer, Mr Malcolm is the only Director entitled to participate in the Global Equity Plan.

Other considerations

The Directors (excluding Mr Malcolm) have considered whether it is appropriate to proceed with seeking approval and making the proposed FY24 LTI grant to Mr Malcolm pursuant to the Global Equity Plan.

The grant of performance rights will encourage a focus on the future success of the business and is aligned with the long-term interests of shareholders. Performance rights do not provide Mr Malcolm with the full benefit of share ownership (such as dividend and voting rights) unless the performance rights vest.

If Mr Malcolm ceases to be an employee all vested and unvested performance rights will be retained by him unless the Board exercises its discretion to determine that those performance rights will lapse or be forfeited.

Where in the opinion of the Board, Mr Malcolm acts fraudulently or dishonestly, or is in material breach of his obligations to OFX and/or its subsidiaries, any unvested Plan Interests, vested but unexercised Options or Rights and/or any

Restricted Shares will lapse or are deemed forfeited (as applicable) immediately, unless the Board determines otherwise.

The Board has discretion to determine that one or more of the following will apply with respect to Mr Malcolm's grant:

- some or all of the performance rights will lapse or deemed forfeited;
- the Vesting Conditions will be varied;
- the Performance Period will be varied; or
- Mr Malcolm will be required to transfer some or all of the shares acquired by him (or some or all of the cash if the performance rights are settled in cash) upon vesting of the performance rights for no consideration, or pay an amount equal to the market value of those shares on the date of acquisition or disposal,

as the Board deems necessary to:

- i. protect the financial soundness of the Company;
- ii. respond to material examples of his misconduct, risk events or failure to take accountability;
- iii. reflect financial or non-financial risk-taking behaviour or non-compliance with legislation or the Company's Risk Management Framework; or
- iv. respond to significant unexpected or unintended consequences that were not foreseen on the date of the grant or any Vesting Date.

If there is a Control Event, the Board may in its discretion convert all or any of the Rights to Shares or permit the exercise of some or all Rights or Options, whether or not Vesting Conditions have been satisfied. Further, the Board may remove any Disposal Restrictions, whether or not all requirements have been satisfied.

> Explanatory memorandum

Directors' recommendation

The Board (Mr Malcolm abstaining) considers that the proposed issue of performance rights under the Global Equity Plan to Mr Malcolm in respect of FY24 LTI Grant is appropriate and is in the best interests of the Company and its shareholders, as the issue of performance rights strengthens the alignment of Mr Malcolm's interests with shareholders, and the performance rights provide a strong link between the reward for Mr Malcolm's performance and Company performance.

Mr Malcolm makes no recommendation on how to vote on Item 6 in light of his direct interest in Item 6.

A voting exclusion applies to this resolution and is set out in the Notice of Meeting.

The Board (Mr Malcolm abstaining) recommends that shareholders vote in favour of this resolution.

The Chair of the AGM intends to vote all available and undirected proxies in favour of this resolution.

> Contact information

Head Office

OFX Group Limited (ABN 12 165 602 273)
Level 19
60 Margaret Street
Sydney NSW 2000
Telephone: +61 2 8667 8000

Facsimile: +61 2 8667 8080

Email: investors@ofx.com

Company Secretary

Adrian Wong

Brett Farrell

Shareholder information

www.ofx.com/en-au/investors/

Share Register

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Telephone: 1300 554 474

Annual report

To request a copy of the Annual Report, please call Link Market Services Limited or email: registrars@linkmarketservices.com.au.

Electronic versions of OFX's Annual Report are available at <https://www.ofx.com/en-au/investors/reports-presentations>.

Australian Securities Exchange Listing

OFX





> OFX Online AGM Guide

Annual General Meeting

Thursday 3 August 2023 – 2:00pm

OFX is hosting its 2023 Annual General Meeting in hybrid format

You are invited to attend virtually via Zoom
and below details the step by step instructions to register and join.

Step 1: Register to attend the AGM

https://ofx.zoom.us/webinar/register/WN_vT4uCJXzTeqjWos4LlJSEg

Anyone can join OFX's Annual General Meeting (AGM) however only Shareholders and Proxyholders are able to vote or ask questions.

If you are a Shareholder or a Proxyholder, please ensure that you enter your shareholder number or proxy code (provided by LINK Market Services) on the registration page. If you do not, you will NOT be able to ask questions.

After registering, you will receive an email with details of how to join the AGM, including your own unique joining link. If you do not receive an email, please complete the registration form again.

Contact agm@ofx.com for support.



The screenshot shows the OFX Webinar Registration page. At the top, the OFX logo is displayed with the tagline "Moving money globally". Below the logo, the title "OFX's Annual General Meeting 2023" is centered. The page includes a table with the following details:

Date & Time	Aug 3, 2023 02:00 PM in Canberra, Melbourne, Sydney
Description	OFX's Annual General Meeting 2023

Below the table, the "Webinar Registration" section contains several input fields:

- First Name* (input field with placeholder "First Name")
- Last Name* (input field with placeholder "Last Name")
- Email Address* (input field with placeholder "join@company.com")
- Organization (input field with placeholder "Your organization")
- Shareholder Number(s) - please separate by comma or leave blank for visitor (input field)
- Proxy Code(s) - please separate by comma or leave blank for visitor (input field)

At the bottom of the form, there is a disclaimer: "Information you provide when registering will be shared with the account owner and host and can be used and shared by them in accordance with their Terms and Privacy Policy." and a blue "Register" button.

Step 2: Download and install the Zoom App

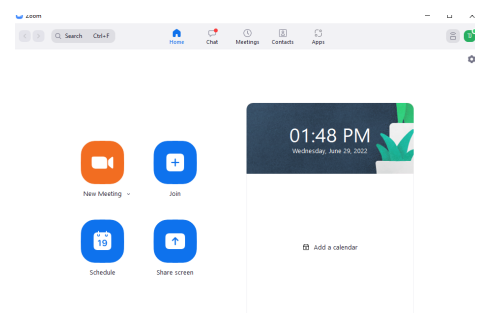
If you already have Zoom installed on your device, you can skip this step.

Visit: <https://zoom.us/download> on any device; OR

Search: Zoom Client Meetings in

- any browser
- iOS App Store or
- Google Play Store

If you are unable to install Zoom App on your device, you can join the AGM by telephone by dialing into the meeting using the dial in details listed in your registration email.



Step 3: Access your invitation email

Following registration, you will receive an invitation email that will include all the details you need to join OFX's Annual General Meeting:

- Date: 3 August 2023
- Time: 2:00PM AEST
- Link to join
- Call numbers for audio if required

What to do if you don't receive your invitation email

If you don't receive your invitation email, please complete the registration process again.

Contact agm@ofx.com for support.



Thank you for registering for OFX's Annual General Meeting 2023. You can find information about this webinar below.

OFX's Annual General Meeting 2023

Date & Time Aug 3, 2023 02:00 PM Canberra, Melbourne, Sydney

Webinar ID 984 0047 8582

Passcode 423814

Add to: [Outlook Calendar \(ICS\)](#) | [Yahoo Calendar](#)

To edit or cancel your registration details, click [here](#). You can cancel your registration before Aug 3, 2023 02:00 PM.

Please submit any questions to agm@ofx.com
Thank you!

WAYS TO JOIN THIS WEBINAR

- Join from PC, Mac, iPad, or Android

[Join Webinar](#)

Step 4: Test your Zoom App prior to the AGM

The AGM is scheduled to commence at 2:00pm on 3 August 2023. You can test your Zoom App by clicking on the link in your invitation email, shown to the right in the green box OR by launching Zoom directly on your device.

For technical issues, please visit the [Zoom Help Centre](#).

If you are unable to resolve your issue via the Zoom Help Centre, please email agm@ofx.com and provide details of the issue so that we can assist.

Step 5: Join the AGM on Thursday 3 August 2023 prior to 2:00 PM

Join the AGM by clicking on the link in your invitation email.

You will receive a reminder email with details of the AGM including details on how to join 1 day before the AGM.

We recommend you join the AGM at least 10 minutes before commencement, to ensure that you are able to connect and resolve any potential technical issues.

Support for connectivity will not be provided after the commencement of the AGM. If you are unable to join via Zoom, please refer to your invitation email which has dial-in numbers to enable you to join by telephone.

Auckland, New Zealand NZST (UTC +12)	Thu, 3 Aug 2023	4:00 pm
Sydney, Australia AEST (UTC +10) 2 hour(s) behind	Thu, 3 Aug 2023	2:00 pm
Hong Kong, Hong Kong HKT (UTC +8) 4 hour(s) behind	Thu, 3 Aug 2023	12:00 noon
London, United Kingdom BST (UTC +1) 11 hour(s) behind	Thu, 3 Aug 2023	5:00 am
Toronto, Canada EDT (UTC -4) 16 hour(s) behind	Thu, 3 Aug 2023	12:00 midn
Edmonton, Canada MDT (UTC -6) 18 hour(s) behind	Wed, 2 Aug 2023	10:00 pm
San Francisco, CA, USA PDT (UTC -7) 19 hour(s) behind	Wed, 2 Aug 2023	9:00 pm

What to do if you have problems joining the AGM

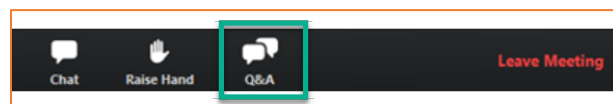
1. Try restarting your Zoom App.
2. Revisit your invitation email and ensure you are selecting the correct link to join.
3. Try another device such as your smartphone. Zoom works on both iPhone and Android devices
 - Apple – visit the App Store
 - Android – visit the Google Play Store
4. Dial into the AGM by phone on the global phone numbers provided in your invitation email.
5. Contact the OFX team on +61 2 8667 9160 – only limited support can be provided once the AGM commences.

Shareholders or Proxyholders who have provided their shareholder number or proxy code when registering can ask questions during the AGM. Questions from attendees who have not provided their shareholder or proxy details will not be answered.

You can submit a question to the management/board online by typing it in the Q&A box at any time during the AGM, or you can ask a question verbally during the AGM.

Not all questions are guaranteed to be answered during the AGM, but we will do our best to address your concerns.

Step 1: Select the Q&A Button from the bottom menu bar



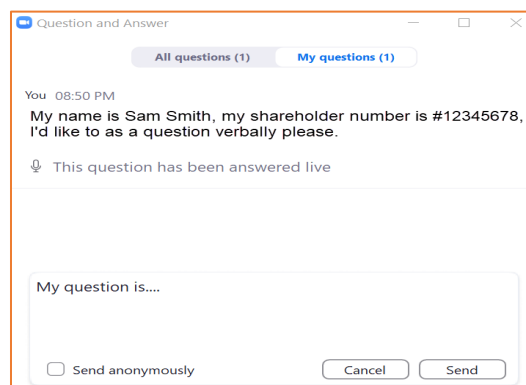
Navigate to the lowest section of your Zoom window and the bottom menu bar will appear.

Click on the Q&A button, shown to the right by the green box.

Step 2: Enter your full name, your shareholder number or proxy code and indicate if you will:

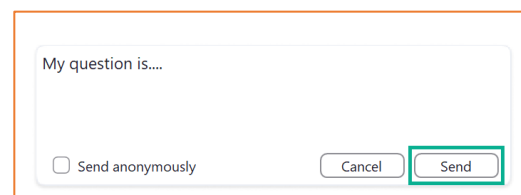
- type your question into the Q&A box; or
- ask your question verbally.

As only shareholders and proxyholders can ask questions, your name and shareholder number or proxy code must be validated before your question can be asked.



Step 3a: Type in your question

If you would like to submit your question online, please type in your question in the Q&A box and click send.



Step 3b: Ask your question verbally during the AGM

If you would like to ask your question verbally during the AGM, at the appropriate time, the moderator will indicate directly to you

via the Q&A Box that you can ask your question and your microphone will be turned on enabling you to ask your question.

If your question can not be heard, the moderator will ask you to type your question into the Q&A box and the moderator will ask the question on your behalf.

Voting during the Annual General Meeting

For registered Shareholders or Proxyholders who have not already voted, see below for how to vote

Shareholders or Proxyholders who have not previously voted are able to cast their vote at any time between the start of voting and the closure of voting as announced by the Chair during the AGM.

Please ensure you have provided your Shareholder number or Proxy code when registering your attendance otherwise your vote will not be valid. You will cast your vote on the voting card via the Zoom Poll.

If you have already voted using the Voting/Proxy form prior to the meeting and then vote again using the voting card during the meeting, your prior vote will not be valid.

Step 1: Complete the voting card

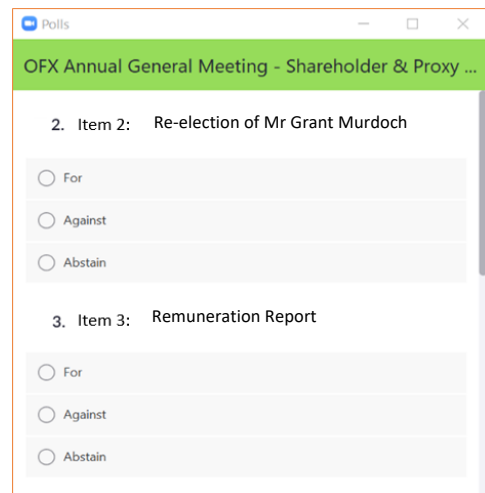
During the meeting, the Chair will indicate that the voting is open and the voting card will be shown.

The voting card can be repositioned on your screen.

There are 5 items to be voted on by shareholders at the AGM (as set out in the Notice of Meeting). In order to submit your voting card you must select one of the following options for each item:

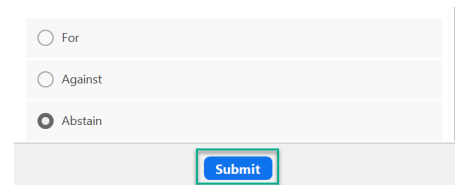
- For
- Against
- Abstain

Please use the scroll bar on the right-hand side of the voting card to view and respond to all items on the voting card.



Step 2: Submit your vote

After completing all items in the vote, please click the Submit button at the bottom of the voting card.



What to do if you have any issues joining the AGM

For any issues, please contact agm@ofx.com and a member of the OFX team will be in contact.

For urgent issues occurring on the day of the meeting, please call +61 2 8667 9160.

-End of Document-



ABN 12 165 602 273

LODGE YOUR VOTE/PROXY

ONLINE
https://investorcentre.linkgroup.com

BY MOBILE DEVICE
www.linkmarketservices.com.au
or by scanning the QR code overleaf

BY MAIL
OFX Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY HAND
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: 1300 553 550 Overseas: +61 1300 553 550



X99999999999

VOTING/PROXY FORM

I/We being a member(s) of OFX Group Limited and entitled to attend and vote hereby appoint:

A VOTE DIRECTLY

elect to lodge my/our
vote(s) directly (mark box)

in relation to the Annual General
Meeting of the Company to be held at
2:00pm (AEST) on Thursday, 3
August 2023, and at any adjournment
or postponement of the Meeting.

Note: If you mark Box A above and do not
mark a voting box in Step 2 for all of the
items, or if you complete both Box A and
Box B in Step 1, you will be deemed to
have appointed the Chair of the Meeting
as your proxy.

OR

B APPOINT A PROXY

the Chair of the
Meeting (mark
box)

OR if you are NOT appointing the Chair of
the Meeting as your proxy, please write the
name and email of the person or body
corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of
the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following
directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees
fit) at the Annual General Meeting of the Company to be held at 2:00pm (AEST) on Thursday, 3 August
2023 (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as hybrid meeting. You can participate by attending Level 20, 60 Margaret
Street, Sydney NSW 2000 or by logging in online at https://www.ofx.com/en-au/investors/agma/
(refer to details in the OFX Online AGM Guide).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 1

VOTING DIRECTIONS

Direct Votes and Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours
before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an X

Resolutions

2 Re-election of Mr Grant Murdoch

For Against Abstain*

Grid of boxes for voting on resolution 2

3 Remuneration Report

Grid of boxes for voting on resolution 3

4 Ratification of the granting of
performance rights

Grid of boxes for voting on resolution 4

5 Issue of Performance Rights to
Mr John Alexander ('Skander')
Malcolm under the OFX Global
Equity Plan in respect of FY23
Short Term Incentives

For Against Abstain*

Grid of boxes for voting on resolution 5

6 Issue of Performance Rights to
Mr John Alexander ('Skander')
Malcolm under the OFX Global
Equity Plan in respect of FY24
Long Term Incentives

Grid of boxes for voting on resolution 6

STEP 2

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in
computing the required majority on a poll. Do not mark the Abstain box if you ticked the box under A Vote Directly to indicate that you wish to vote directly.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Signature box for Shareholder 1

Signature box for Joint Shareholder 2

Signature box for Joint Shareholder 3

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the
power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the
form must be executed in accordance with the Company's constitution and the Corporations Act 2001 (Cth).

STEP 3

OFX PRX2301N



HOW TO COMPLETE THIS SHAREHOLDER VOTING/PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A – VOTE DIRECTLY

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting and choose to vote, your vote at the Meeting will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. If you leave this section blank, the Chair of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. If you are appointing a body corporate as your proxy, any individual who will attend and vote at the AGM as the representative of that body corporate must provide evidence of their appointment as corporate representative.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form. If the Chair of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting this Voting/Proxy Form you are expressly authorising the Chair of the Meeting to exercise your proxy on items that are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the item, your proxy may vote as he or she chooses subject to any voting restrictions that apply to the proxy. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting/Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting/Proxy Form and the second Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

PROXY VOTING BY KMP

The KMP of the Company (which includes each of the Directors) and their closely related parties will not be able to vote as your proxy on Resolutions 3, 5 & 6 unless you direct them how to vote or the Chair of the Meeting is your proxy. If you intend to appoint a member of the KMP or one of their closely related parties as your proxy, you can direct them how to vote by following the instructions in this Voting/Proxy Form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the shareholder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the Share registry. If you have not previously lodged

this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001* (Cth)) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

LODGEMENT OF A VOTING/PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEST) on Tuesday, 1 August 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

OFX Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.



ABN 12 165 602 273

LODGE YOUR QUESTIONS

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL
OFX Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY HAND
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474



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Please use this form to submit any questions about OFX Group Limited (**Company**) that you would like us to respond to at the Company's 2023 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **8.00pm (AEST) on Thursday, 27 July 2023** by mail or by hand at the address shown above. The form can also be scanned and emailed to registrar@linkmarketservices.com.au.

Questions will be collated. During the course of the Annual General Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, KPMG, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Environment/Social/Governance | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

SAMPLE

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Environment/Social/Governance | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

QUESTIONS