

# Notice of Annual General Meeting and Explanatory Memorandum

The annual general meeting of the Company will be held at the Amora Jamison Hotel, 11 Jamison St, Sydney NSW 2000, Australia on Tuesday, 28 October 2025 at 9:30am (AEDT).

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by email at **[cosec@omnibridgeway.com](mailto:cosec@omnibridgeway.com)**

## Notice of Annual General Meeting

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Notice is hereby given that the annual general meeting of shareholders of Omni Bridgeway Limited (**Company**) will be held at the Amora Jamison Hotel, 11 Jamison St, Sydney NSW 2000 on Tuesday, 28 October 2025 at 9:30am (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice. We recommend Shareholders read the Explanatory Memorandum in relation to the proposed Resolutions.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 26 October 2025 at 4.00pm (AEDT).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

# Agenda

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## ANNUAL REPORT

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To consider the Annual Report of the Company and its controlled entities, which includes the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2025.

### 1 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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To consider and, if thought fit, to pass with or without amendment, as a **non-binding ordinary resolution** the following:

*"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report, on the terms and conditions in the Explanatory Memorandum."*

#### Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chairman to exercise the proxy, even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company (or its consolidated group).

### 2 RESOLUTION 2 – RE-ELECTION OF MS KAREN PHIN AS A DIRECTOR

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To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*'That, pursuant to and in accordance with Listing Rule 14.4, Listing Rule 14.5, article 6.3 of the Constitution and for all other purposes, Ms Karen Phin, retires and being eligible, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'*

### 3 RESOLUTION 3 - PROPORTIONAL TAKEOVER PROVISIONS

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To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

*'That, pursuant to and in accordance with section 648G of the Corporations Act, the proportional takeover provisions contained in Schedule 5 of the Constitution be renewed for a further period of three years with effect from the date of this Meeting.'*

### 4 RESOLUTION 4 – APPROVAL OF INDEMNIFIED PERSONS' DEEDS OF INDEMNITY, INSURANCE AND ACCESS

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To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*'That, pursuant to and in accordance with Chapter 2D of the Corporations Act and for all other purposes approval be given to the Company to:*

- (a) *indemnify each Indemnified Person during their Office and after the cessation of that Office, in respect of certain claims made against the Indemnified Persons in relation to the period of their Office;*
- (b) *use its reasonable endeavours to procure an insurance policy and pay the premiums of insurance as assessed at market rates for*

*Indemnified Persons in respect of certain claims made against Indemnified Persons in relation to the period of their Office (except to the extent such insurance cannot be procured at a reasonable cost or is otherwise unavailable to the Company);*

- (c) *use its reasonable endeavours to ensure that Indemnified Persons are at all times covered under an insurance policy for the period of seven years from the date that Indemnified Persons cease to hold Office (**Insurance Run Off Period**), which will be on terms not materially less favourable to Indemnified Persons than the terms of insurance applicable at the date of termination of their Office, and to continue to pay those premiums during that Insurance Run Off Period (except to the extent such insurance cannot be procured at a reasonable cost or is otherwise unavailable to the Company); and*
- (d) *provide Indemnified Persons with access, upon the termination of their Office, for a period of not less than seven years following that termination, to any Company records which are either prepared or provided by them during the period of their Office,*

*on the terms and conditions in the Explanatory Memorandum.'*

### **Voting Prohibition**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of an Indemnified Person or any of their associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of an Indemnified Person or any of their associates.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the person appointed as proxy is the Chairman and the written appointment of the Chairman does not specify the way the Chairman is to vote on this Resolution but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## **5 RESOLUTION 5 – RATIFICATION OF ARES WARRANTS**

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To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 37,333,333 Warrants under Listing Rule 7.1, to Investment Opportunities VI Pte. Limited (and/or its nominee(s)), on the terms and conditions in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Investment Opportunities VI Pte. Limited or an associate of Investment Opportunities VI Pte. Limited.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairman to vote on this Resolution as the Chairman decides; or
- (c) a holder acting in a nominee, trustee or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) 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 this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 6 RESOLUTION 6 – SPILL RESOLUTION (CONDITIONAL RESOLUTION)

**Conditional item:** This Resolution will be considered at the Meeting subject to, and conditional on, at least 25% or more of votes cast on Resolution 1 being against the adoption of the Remuneration Report. The Explanatory Memorandum accompanying this Notice further explains the circumstances in which this item will be put to the Meeting.

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*"That, pursuant to and in accordance with section 250V of the Corporations Act and for all other purposes, Shareholders approve:*

- (a) *an extraordinary general meeting of the Shareholders (**Spill Meeting**) be held within 90 days of the passing of this Resolution;*
- (b) *all of the Directors who were directors of the Company when the Resolution to make the Directors' Report for the year ended 30 June 2025 was passed (other than the Managing Director), and who remain in office at the time of the Spill Meeting, will cease to hold office immediately before the end of the Spill Meeting; and*
- (c) *resolutions to appoint persons to offices that will be vacated immediately before the Spill Meeting be put to vote at the Spill Meeting."*

### Voting Prohibition

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

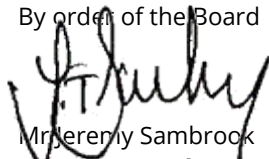
However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

*Note: The Directors unanimously recommend that you vote against Resolution 6.*

Dated: 26 September 2025

By order of the Board



Mr. Jeremy Sambrook  
**Group General Counsel and Company Secretary**

# Explanatory Memorandum

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## 1 INTRODUCTION

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This Explanatory Memorandum has been prepared to provide Shareholders with important information regarding the items of business to be conducted at the Meeting to be held on Tuesday, 28 October 2025 at 9:30am (AEDT).

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Adoption of the Remuneration Report
Section 5	Resolution 2 – Re-election of Ms Karen Phin as a Director
Section 6	Resolution 3 – Proportional Takeover Provisions
Section 7	Resolution 4 – Approval of Indemnified Persons' Deeds of Indemnity, Insurance and Access
Section 8	Resolution 5 – Ratification of Ares Warrants
Section 9	Resolution 6 – Spill Resolution (Conditional Resolution)
Schedule 1	Definitions
Schedule 2	Indemnified Persons
Schedule 3	Proportional Takeover Bid Approval
Schedule 4	Terms and Conditions of the Ares Warrants

A Proxy Form is attached to the Notice.

## 2 ACTION TO BE TAKEN BY SHAREHOLDERS

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Shareholders should read the Notice, including this Explanatory Memorandum, carefully before deciding how to vote on the Resolutions.

A **Proxy Form** is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited to attend the Meeting in person or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms. Shareholders who choose to lodge a Proxy Form should follow the instructions on the Proxy Form. For your proxy appointment to be effective it must be received by 9:30am (AEDT) on Sunday, 26 October 2025.

## 2.1 Attendance at Meeting in person

If you attend the Meeting, please bring your personalised Proxy Form with you to assist with registration and (if possible) arrive at the venue 15 to 30 minutes before the start of the Meeting. Representatives from the Share Registry will verify your shareholding against the Company's share register and note your attendance. If you do not bring your Proxy Form with you, you will still be able to attend the Meeting, but you will need to verify your identity.

The Company has elected for this year's Meeting to be held in person rather than online. The costs involved in holding a hybrid meeting in previous years have been disproportionate to the very limited level of online participation of Shareholders.

All Resolutions will be conducted by poll.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://omnibridgeway.com/investors/annual-general-meeting>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman or to the Company's auditor may be submitted no later than five business days before the Meeting by emailing them to [cossec@omnibridgeway.com](mailto:cossec@omnibridgeway.com). Please note that each question will not necessarily be individually addressed at the Meeting or answered individually after the Meeting.

## 3 ANNUAL REPORT

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In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

Please note that if you have elected to continue to receive a hard copy of the Annual Report, it will be mailed to you no later than 21 days before the Meeting.



## 4 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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### 4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Remuneration Report is set out in pages 25 to 31 of the Annual Report and outlines the Company's remuneration framework which is designed to attract, motivate and retain highly skilled employees in order for the business to thrive and achieve its potential. It consists of both fixed and "at risk" components, depending on the particular role and seniority of the employee.

The Company's strategy is to transition to a capital-light fund management model aimed at maximising return on equity and shareholder returns. An important element of this transition is the alignment of the employee incentive structures with the revised model. A summary of the components of the Company's remuneration framework is provided below. The Directors refer you to the Remuneration Report for further information.

### 4.2 Variable Remuneration

The Company's revised "at risk" or variable remuneration framework was approved by Shareholders in November 2024, comprising the following long-term incentivisation plans:

- (a) a performance rights plan for senior executives tested against relative total shareholder return outcomes (**Executive Plan**); and
- (b) a carried interest plan granting participants an opportunity to participate in a portion of the Group's carried interest proceeds from the funds (**Carried Interest Plan**). The Carried Interest Plan is being established as a cash bonus plan with an option for the Company to settle any final award in shares.

These changes align the "at risk" remuneration structure with the broader alternative asset fund management industry, and aim to improve incentivisation and alignment of employee participants with shareholder and fund investor outcomes. The Carried Interest Plan is fully linked to actual cash carried interest proceeds received and retained by the Company, rewarding performance achieved on investments beyond the fund hurdle rates. This aligns with shareholder interests through the Company's co-investment in the funds and the Company's entitlement to carried interests.

### 4.3 Fixed Remuneration

The "at risk" remuneration is intended to complement the fixed component of the Company's remuneration framework. The fixed remuneration component for Key Management Personnel and senior employees is reviewed annually against the applicable markets in which the Group operates.

Base salaries for KMP did not increase in FY25, and overall KMP base salaries reduced following the handover of CFO responsibilities from US-based Guillaume Leger to Australian-based David Breeney.

### 4.4 Effect of the vote

In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general



meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report received its 'first strike' at the 2024 annual general meeting. Please note, if the Remuneration Report receives a Strike at this Meeting, then this may result in the re-election of all the Directors (other than the Managing Director).

Shareholders should note that whilst the vote on Resolution 1 is advisory only, if 25% or more of the votes cast on Resolution 1 are against adopting the Remuneration Report, a vote on Resolution 6 (Spill Resolution) will be required to be put to the Meeting.

The operation and consequences of a Spill Resolution are set out in Section 9.

The Chairman will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is a non-binding ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## **5 RESOLUTION 2 – RE-ELECTION OF MS KAREN PHIN AS A DIRECTOR**

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### **5.1 Background**

In accordance with Listing Rule 14.4, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment, or three years, whichever is longer.

In accordance with Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting.

Article 6.3(c) of the Constitution requires one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third (rounded down to the nearest whole number) to retire at each annual general meeting. Article 6.3(f) of the Constitution states that a Director who retires under article 6.3 is eligible for re-election.

Ms Karen Phin has been a non-executive director of the Company since August 2017. She brings a wealth of commercial expertise and experience in financial markets and corporate finance.

Ms Phin has over 25 years' experience advising Australian listed companies on capital management, capital raisings and mergers and acquisitions. Until 2014, Ms Phin was a Managing Director and Head of Capital Advisory at Citigroup in Australia and New Zealand. Prior to joining Citigroup, she spent 12 months at ASIC as a Senior Specialist in the Corporations group. From 1996 to 2009, Ms Phin was a Managing Director at UBS AG, where she established and led the Capital Management Group.

During the past three years, Ms Phin retired as a non-executive director of Magellan Financial Group Limited, effective from 20 October 2022, and she is currently a non-executive director of ARB Corporation Limited and a member of the Takeovers Panel.

Ms Phin is an independent Director and holds a Bachelor of Arts and a Bachelor of Laws (Honours) from the University of Sydney, Australia and is a graduate of the Australian Institute of Company Directors.

Resolution 2 provides that Ms Phin retires by rotation and seeks re-election as a Director. If Resolution 2 is passed, Ms Phin will be entitled to be a Director of the Company for the next three years and if the Resolution 2 is not passed, Ms Phin will cease to be a Director of the Company.

Resolution 2 is an ordinary resolution and the Chairman intends to exercise all available proxies in favour of Resolution 2.

## 5.2 Board Recommendation

The Board (excluding Ms Phin) supports the re-election of Ms Phin and recommends that Shareholders vote in favour of Resolution 2.

## 6 RESOLUTION 3 – PROPORTIONAL TAKEOVER PROVISIONS

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### 6.1 General

Resolution 3 seeks Shareholder approval to renew the proportional takeover provisions in the Constitution. The Constitution includes Schedule 5 “Proportional Takeover Bid Approval” (as set out in Schedule 3) (**Proportional Takeover Provisions**). The Proportional Takeover Provisions provide that the Company can refuse to register Shares acquired under a proportional takeover bid unless an Approving Resolution is passed by Voters.

In accordance with the Corporations Act and the Constitution, the Proportional Takeover Provisions will cease to have effect on 30 November 2025 (being three years from their adoption) unless renewed by a special resolution of Shareholders. Accordingly, the Directors request that Shareholders approve the renewal of the Proportional Takeover Provisions for a further three years from the date of the Meeting.

The Corporations Act requires that the following information be provided to Shareholders when they are considering the renewal of proportional takeover provisions.

### 6.2 What is a proportional takeover bid?

A proportional takeover bid is a takeover offer for all Bid Shares, but only in respect of a specified proportion of the Bid Shares (i.e. less than 100%). The proportion specified must be the same for all holders of Bid Shares. Accordingly, Shareholders who accept such a proportional takeover offer in full will only dispose of that specified proportion and retain the balance of their Bid Shares.

In order to deal with this possibility, a company may provide in its constitution that:

- (a) in the event of a proportional takeover bid being made for shares in the company, members are required to vote and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the company’s members will be binding on all members.

### 6.3 Effect of the proportional takeover provisions

The effect of the Proportional Takeover Provisions is that in the event a proportional takeover bid is made, the Directors must ensure that a general meeting is held more than 14 days before the last day of the bid period for the purpose of allowing Voters to vote on the Approving Resolution.

Each Voter will have one vote for each Bid Share that the Voter holds. The bidder and its associates are not allowed to vote on the Approving Resolution.

If the Approving Resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

The bid will be taken to have been approved if the Approving Resolution is not voted on within the deadline specified under the Corporations Act. However, the Directors will breach the Corporations Act if they fail to ensure the Approving Resolution is voted on.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Constitution.

The Proportional Takeover Provisions only apply for three years from the date of their renewal (after that, the provisions may again be renewed by a special resolution of Shareholders). The provisions do not apply to full takeover bids.

#### 6.4 Reasons for renewing the proportional takeover provisions

The Directors consider that Voters should have the opportunity to vote on any proportional takeover bid for the Company. Without the inclusion of the Proportional Takeover Provisions, control of the Company may pass without Voters having the chance to sell all of their Bid Shares. Voters could be at risk of passing control to a bidder without receiving an adequate control premium, whilst becoming part of a minority interest in the Company.

The Proportional Takeover Provisions deal with this possibility by providing that if a proportional takeover bid is made in respect of the Company, Voters must vote on whether or not the bid should be permitted to proceed.

The benefit of renewing the Proportional Takeover Provisions is that Voters are able to decide collectively whether any proportional takeover offer is acceptable in principle and may ensure that any partial offer is appropriately priced.

#### 6.5 Potential advantages and disadvantages for Directors and Shareholders

The Directors consider that the potential advantages for Shareholders of renewing the Proportional Takeover Provisions are as follows:

- (a) Voters will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at, a meeting of Voters called specifically to vote on the proposal. Accordingly, Voters will be able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid;
- (b) the provisions may assist Shareholders to avoid being locked in as a minority;
- (c) increasing the bargaining power of Shareholders may ensure that any partial offer is adequately priced; and
- (d) knowing the view of other Voters assists each individual Voter in assessing the likely outcome of the proportional takeover bid and whether to accept or reject that bid.

The Directors consider that the potential disadvantages for Shareholders of renewing the Proportional Takeover Provisions are as follows:

- (e) the inclusion of the provisions may make proportional takeover bids more difficult, such that proportional takeover bids will be discouraged. The chance of a proportional takeover bid being successful may be reduced;
- (f) the provisions may reduce the opportunities which Voters may have to sell all, or some, of their Bid Shares at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Share price; and

- (g) the provisions may be considered to constitute an additional restriction on the ability of individual Voters to deal freely in their Bid Shares.

On balance, the Directors consider that the possible advantages for Shareholders outweigh the possible disadvantages for Shareholders, such that renewing the Proportional Takeover Provisions is in the interests of Shareholders.

The renewal of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of Voters in respect of a proportional takeover bid. Without the Proportional Takeover Provisions, the Directors are dependent upon their perception of the interests and views of Voters. Other than this advantage, the Directors consider that renewing the Proportional Takeover Provisions has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

## 6.6 Knowledge of present acquisition proposals

As at the date on which this Explanatory Memorandum is prepared, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

## 6.7 Impact of the existing proportional takeover approval provisions

As far as the Directors are aware, while the existing Proportional Takeover Provisions have been in effect, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, no actual advantages or disadvantages of the existing Proportional Takeover Provisions, for the Directors or the Shareholders, could be reviewed. The Directors are not aware of any potential takeover bid that was discouraged by the inclusion of the Proportional Takeover Provisions.

## 6.8 Board Recommendation

Resolution 3 is a special resolution and the Chairman intends to exercise all available proxies in favour of Resolution 3.

The Board recommends that Shareholders vote in favour of Resolution 3.

# 7 RESOLUTION 4 – APPROVAL OF INDEMNIFIED PERSONS' DEEDS OF INDEMNITY, INSURANCE AND ACCESS

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## 7.1 General

Each of the persons listed in Schedule 2 (**Indemnified Persons**) are senior employees who have entered into a deed of indemnity, insurance and access with the Company (**Deed of Indemnity, Insurance and Access**) prior to the Meeting.

It is generally recognised that an officer or former officer of a company may face considerable difficulty in properly answering or defending any claim made against them, particularly, as is often the case, where the claim is brought after the person ceases to hold office. Difficulties may arise by reason of the following:

### (a) No indemnity after cessation of Office

While a company's constitution provides officers with an indemnity in respect of claims made while they hold office, the indemnity arguably ceases if they cease to hold office and does not extend to cover roles as an officer of a body corporate associated with the company. Without the benefit of an indemnity, the cost of defending such a claim in respect of the actions of an officer or former officer, even if the claim is ultimately proven to be without merit, can be considerable and beyond the financial resources of the individual officer.

**(b) Maintenance of insurance policies**

Officers' insurance policies generally only provide cover for claims made during the currency of the insurance policy. Generally, unless insurance premiums continue to be paid after the time the officer ceases to hold office, claims made after cessation of office will not be covered by the insurance policy. The cost to a former officer of personally maintaining insurance cover after ceasing to hold office can be prohibitive, particularly given the number of years for which insurance must be maintained and given the former officer is unlikely to be receiving income from the company.

**(c) Access to Board papers**

In accordance with section 198F of the Corporations Act, officers have a right to inspect the books of the company:

- (i) whilst they hold office; and
- (ii) for seven years after ceasing to hold office,

at all reasonable times for the purposes of a legal proceeding to which the person is a party, that the person proposes in good faith to bring or that the person has reason to believe will be brought against them.

Despite this statutory right, officers may require access to company documents which are relevant to the officer's office and not strictly required for the purpose of anticipated, threatened or commenced legal proceedings. Furthermore, although a proceeding may be instituted within six years after a cause of action arises, that six-year period is calculated from the date the damage is found to have occurred – this may be long after the conduct which allegedly caused the damage occurred.

Given these difficulties, a person may be unwilling to become or to remain as an officer of a company without suitable protection being provided by the company. The benefit to such company in providing such protection is that it will continue to be able to attract persons of suitable expertise and experience to act as officers.

## **7.2 Summary of the Deed of Indemnity, Insurance and Access**

The Company has entered into Deeds of Indemnity, Insurance and Access, which require:

- (a) the Company to indemnify the Indemnified Persons during their Office and after the cessation of that Office, in respect of certain claims made against the Indemnified Persons in relation to the period of their Office to the extent allowable under the Corporations Act;
- (b) the Company to use its reasonable endeavours (subject to cost and availability) to maintain an insurance policy and pay the premiums of insurance as assessed at market rates for each Indemnified Person to the extent available under the Corporations Act, in respect of certain claims made against him or her in relation to the period of his or her Office (except to the extent such insurance cannot be procured at a reasonable cost or is otherwise unavailable to the Company) and to continue to pay those premiums for a period of up to seven years following the termination of their Office; and
- (c) the Company to provide each Indemnified Person with access, upon ceasing to hold Office and for a period of up to seven years following that cessation, to any Group Company records which are either prepared by or provided to the Indemnified Person during the period which the person held Office.

## **7.3 Summary of indemnity and insurance provisions in the Corporations Act**

In considering Resolution 4, please note the following limitations in the Corporations Act concerning the provision of indemnities and insurance to Company officers. The Deeds of Indemnity, Insurance

and Access for which Shareholder approval is sought under Resolution 4 comply with these limitations.

**(a) Section 199A of the Corporations Act**

The Corporations Act sets out specific prohibitions to the Company's ability to grant indemnities for liabilities and legal costs.

The Company is prohibited from indemnifying its Officers against a liability if it is a liability:

- (i) to the Company and any of its related bodies corporate;
- (ii) to a third party that arose out of conduct involving a lack of good faith; or
- (iii) for a pecuniary penalty order or a compensation order under the Corporations Act (such orders being made for breaches such as breaches of director's duties, the related party rules and insolvent trading rules).

The Company is also prohibited from indemnifying its officers against legal costs incurred:

- (i) in defending actions where an officer is found liable for a matter for which they cannot be indemnified by the Company as set out immediately above;
- (ii) in defending criminal proceedings where the officer is found guilty;
- (iii) in defending proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found by the court to be established; or
- (iv) in connection with proceedings for relief to the director under the Corporations Act where the court denies the relief.

**(b) Section 199B of the Corporations Act**

If the Company, or a related body corporate of the Company, pays the premium on an insurance policy in favour of a Director, section 199B of the Corporations Act requires the Company to ensure that the relevant contract of insurance does not cover liabilities incurred by the officer arising out of conduct involving either:

- (i) a wilful breach of duty in relation to the Company; or
- (ii) contravention of the provisions relating to an officer making improper use of information or improper use of their position for their advantage or gain, or to the detriment of the Company.

#### 7.4 Section 200B of the Corporations Act

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a person's retirement from an office, the Company must obtain Shareholder approval in the manner set out in section 200E of the Corporations Act.

The Directors consider that as the:

- (a) proposed payment of insurance premiums;
- (b) benefit of the indemnity in relation to liabilities incurred during the period an Officer holds office; and
- (c) Officer's access to Group entity records,

continue for a period of up to seven years after the Officer ceases to hold Office, each may be viewed as the provision of a benefit given "in connection with" the officer's retirement for the purposes of section 200B of the Corporations Act.

## 7.5 Board Recommendation

Resolution 4 is an ordinary resolution and the Chairman intends to exercise all available proxies in favour of Resolution 4.

The Board recommends that Shareholders vote in favour of Resolution 4. Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the benefits contemplated by Resolution 4.

## 8 RESOLUTION 5 – RATIFICATION OF ARES WARRANTS

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### 8.1 General

As an integral part of a subscription by Investment Opportunities VI Pte. Limited (**Ares**) of approximately A\$320 million in an Omni Bridgeway continuation fund (**Fund 9**), the Company issued 37,333,333 Warrants (**Ares Warrants**) to Ares (and/or its nominee(s)) at an exercise price of \$0.9375 per Warrant, reflecting the share price at the time of subscription.

The transaction resulted in Fund 9 purchasing the Company's co-investment interest in over 150 investments across Funds 2/3, Funds 4/5 Series I and a remaining balance sheet investment (**Transaction**). Refer to the Company's ASX announcement on 18 December 2024 for further details of the Transaction.

Resolution 5 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 for the prior issue of Ares Warrants to Ares (and/or its nominee(s)) under Listing Rule 7.1. The Company is seeking this approval because it wishes to maintain full flexibility to manage its capital base.

Resolution 5 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 5.

### 8.2 Listing Rule 7.4

Broadly speaking, and subject to a number of exceptions, 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 fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

If Resolution 5 is passed, the issue of the Ares Warrants will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1. If Resolution 5 is not passed, the converse will apply up until the 12-month anniversary (21 March 2026) of the issue of the Ares Warrants.

### 8.3 Specific information required by Listing Rule 7.5

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the Company issued the Ares Warrants to Ares (and/or its nominee(s));



- (b) the Ares Warrants, being 37,333,333 Warrants, were issued on 21 March 2025 under the Company's 15% Placement Capacity;
- (c) the Ares Warrants have an exercise price of \$0.9375 per Warrant. The terms and conditions of the Ares Warrants are detailed in Schedule 4;
- (d) the Shares to be issued on exercise of the Ares Warrants will be fully paid ordinary shares in the capital of the Company and rank equally in all respect with the existing Shares on issue;
- (e) the Ares Warrants were issued to Ares (and/or its nominee(s)) pursuant to a Warrant subscription deed, dated 18 December 2024 (**Subscription Deed**), under which Ares paid \$10 as consideration for the Company entering into the Subscription Deed and issuing the Ares Warrants. The Company is entitled to receive up to \$35 million, upon exercise of the Ares Warrants;
- (f) the Ares Warrants were issued in conjunction with Ares making a subscription for a limited partnership interest in Fund 9; and
- (g) a voting exclusion statement is included in the Notice for Resolution 5.

#### 8.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

### 9 RESOLUTION 6 - SPILL RESOLUTION (CONDITIONAL RESOLUTION)

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#### 9.1 General

In accordance with section 250V of the Corporations Act, if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company must put to vote at the second annual general meeting a resolution (**Spill Resolution**) on whether all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's 2024 remuneration report received a Strike at the 2024 annual general meeting. Resolution 6 is a conditional item of business and is subject to the result of Resolution 1.

If Resolution 1 receives a 'no' vote of 25% or more at the Meeting, this will constitute a second Strike and Resolution 6 will be voted on.

If Resolution 1 receives a 'no' vote of less than 25% at the Meeting, then there will be no 'second Strike' and Resolution 6 will not be put to the Meeting. Any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.

Resolution 6 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies against Resolution 6.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 6, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### 9.2 Effect of Spill Resolution if passed

If the Spill Resolution is put to the Meeting and more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene another general meeting within 90 days of passing of

the Spill Resolution (**Spill Meeting**). All of the Directors (other than the Managing Director) who were in office when the Directors' Report for the financial year ended 30 June 2025 was approved (including the Remuneration Report) will cease to hold office immediately before the end of the Spill Meeting but may stand for re-appointment.

If the Spill Meeting is held, pursuant to section 250V(1)(b) of the Corporations Act, the following non-executive Directors would cease to hold office immediately before the end of the Spill Meeting unless they are re-elected at the Spill Meeting:

- (a) Mr Michael Green;
- (b) Ms Karen Phin; and
- (c) Ms Christine Feldmanis.

If Ms Karen Phin is re-elected under Resolution 2, she will still be required to vacate office and stand for re-election at the Spill Meeting if Resolution 6 is passed.

Shareholders will vote on the re-appointment of the Directors listed above and/or election of new Directors at the Spill Meeting.

In accordance with section 250X of the Corporations Act, if there would be fewer than three Directors after the Spill Meeting, two positions will be filled by the Directors who have the highest percentage of votes favouring appointment (even if less than half the votes cast on the resolution at the Spill Meeting were in favour of their appointment).

### 9.3 Additional information

The Board considers that it currently has the right mix of skills and experience. Accordingly, if the Spill Resolution is passed, the potential change to the Board composition has the ability to negatively impact the implementation of the Company's strategic objectives.

If Resolution 6 is put to Shareholders at the Meeting and you do not want a Spill Meeting to be held, you should vote against Resolution 6. If you want a Spill Meeting to be held, you should vote in favour of Resolution 6.

### 9.4 Board Recommendation

The Board unanimously recommends that Shareholders vote against Resolution 6.

## Schedule 1 – Definitions

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In the Notice and the Explanatory Memorandum, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**15% Placement Capacity** has the meaning given in Section 8.2.

**AEDT** means Australian Eastern Daylight Time.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the Financial Year ended 30 June 2025.

**Approving Resolution** has the meaning given in Section 1 of Schedule 3.

**Ares** means Investment Opportunities VI Pte. Limited (UEN 202127535H).

**Ares Warrants** has the meaning given in Section 8.1.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the independent auditor's report on the Financial Report and a report on the Remuneration Report.

**Bid Shares** means the bid class securities in respect of a proportional takeover bid.

**Board** means the board of Directors of the Company.

**Carried Interest Plan** has the meaning given in Section 4.2.

**Chairman** means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** means Omni Bridgeway Limited (ACN 067 298 088).

**Constitution** means the constitution of the Company, as amended from time to time.

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

**Deadline** has the meaning given in Section 1 of Schedule 3.

**Deed of Indemnity, Insurance and Access** has the meaning given in Section 7.1.

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules.

**Executive Plan** has the meaning given in Section 4.2.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company.

**Financial Year** means a period from 1 July in any year to 30 June in the following year.

**Fund 9** has the meaning given in Section 8.1.

**FY means** the financial year of the Company ending on 30 June in that year, for example for FY25 on 30 June 2025.

**Group** means the Company and each Group Company.

**Group Company** means any one of the Company or a related body corporate (as defined in the Corporations Act) of the Company.

**Indemnified Persons** has the meaning given in Section 7.1.

**Insurance Run Off Period** has the meaning given in Resolution 4.

**Key Management Personnel** or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Office** means an office as an Officer.

**Officer** has the same meaning, as the context requires, given in paragraphs (a) and (b) of the definition of "officer" of a corporation, or in paragraphs (a) and (b) of the definition of "officer" of an entity that is neither an individual nor a corporation, in each case in section 9 of the Corporations Act.

**Proportional Takeover Provisions** has the meaning given in Section 6.1 and are set out in Schedule 3.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report in respect to the Financial Year ended 30 June 2025.

**Resolution** means a resolution detailed in the Notice.

**Schedule** means a schedule to this Explanatory Memorandum.

**Section** means a section of this Explanatory Memorandum.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of Shares in the Company.

**Share Registry** means Computershare Investor Services Pty Limited.

**Spill Meeting** has the meaning given in Section 9.2.

**Strike** has the meaning given in Section 4.4.

**Subscription Deed** has the meaning given in Section 8.3.

**Transaction** has the meaning given in Section 8.1.

**Voter** has the meaning given in Section 1 of Schedule 3.

**Warrant** means a warrant which entitles the holder to subscribe for a Share.

## Schedule 2 – Indemnified Persons

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1. Alistair Croft;
2. Mark Wells; and
3. Matthew Harrison

## Schedule 3 – Proportional Takeover Bid Approval

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### 1 DEFINITIONS

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In this Schedule:

**Approving Resolution** means a resolution to approve a proportional takeover bid in accordance with this Schedule 3.

**Deadline** means the 14th day before the last day of the bid period for a proportional takeover bid.

**Voter** means a person (other than the bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the day on which the first offer under that bid was made, held bid class securities for that bid.

### 2 REFUSAL OF TRANSFERS

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#### 2.1 Requirement for an Approving Resolution

- (a) The Company must refuse to register a transfer of Shares giving effect to a takeover contract for a proportional takeover bid unless and until an Approving Resolution is passed in accordance with this Schedule 3.
- (b) This Schedule 3 ceases to apply on the 3rd anniversary of its last adoption, or last renewal, in accordance with the Corporations Act.

#### 2.2 Voting on an Approving Resolution

- (a) Where offers are made under a proportional takeover bid, the Directors must, call and arrange to hold a meeting of Voters for the purpose of voting on an Approving Resolution before the Deadline.
- (b) The provisions of this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under paragraph 2.2(a).
- (c) Subject to this Constitution, every Voter present at the meeting held under paragraph 2.2(a) is entitled to one vote for each Share in the bid class securities that the Voter holds.
- (d) To be effective, an Approving Resolution must be passed before the Deadline.
- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If no Approving Resolution has been voted on as at the end of the day before the Deadline, an Approving Resolution is taken, for the purposes of this Schedule 3, to have been passed in accordance with this Schedule 3.



## Schedule 4 – Terms and Conditions of the Ares Warrants

<b>1. Warrants</b>	Each Warrant entitles the Warrant holder to subscribe for one Share in the Company.
<b>2. Exercise Price per Warrant</b>	\$0.9375 (reflecting the share price at the time of the Transaction).
<b>3. Expiry Date</b>	All Warrants expire on 25 February 2030 ( <b>Expiry Date</b> ).
<b>4. Exercise Period</b>	<p>Each Warrant may be exercised at any time after the earlier of:</p> <ul style="list-style-type: none"> <li>(a) 25 February 2027; and</li> <li>(b) the date there is a Change of Control of the Company or the Company is removed from the official list of the ASX.</li> </ul> <p>Any Warrant not exercised by 5.00pm (Perth time) on the Expiry Date will automatically lapse.</p>
<b>5. Cash Settlement</b>	Warrants are subject to cash settlement, subject to certain conditions, at the election of the Company.
<b>6. Ranking</b>	Shares issued on exercise of the Warrants will rank pari passu with all existing Shares.
<b>7. Quotation</b>	Subject to the Company being admitted to the official list of the ASX at the time of issue of the Shares on exercise of the Warrants, application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Warrants.
<b>8. Listing of Warrants</b>	The Warrants will be unlisted.
<b>9. Dividends</b>	No entitlement to participate in dividends of the Company while the Warrants are not exercised.
<b>10. Transferability</b>	<p>The Warrants must not be transferred without the prior consent of the Company unless the transfer:</p> <ul style="list-style-type: none"> <li>(a) is to a member of the Ares group; and</li> <li>(b) does not require disclosure to investors under Part 6D.2 of the Corporations Act.</li> </ul>
<b>11. Change in Warrant terms</b>	<p>Except as expressly provided in these Warrant Terms, the Warrant Terms may not be changed to:</p> <ul style="list-style-type: none"> <li>(a) reduce the Exercise Price</li> <li>(b) increase the number of securities received on exercise of the Warrants; or</li> <li>(c) increase any period for exercise of the Warrants.</li> </ul> <p>A change to terms which is not otherwise prohibited under this provision may only be changed with the approval of ordinary shareholders unless it has the effect of cancelling a Warrant for no consideration or is made to comply with</p>

	the Listing Rules, in which case such change can be made without obtaining the approval of ordinary shareholders.
<b>12. Definitions</b>	<p>For the purposes of these Warrant Terms, capitalised terms have the following meaning:</p> <p><b>Change of Control</b> means the occurrence of any of the following events:</p> <ul style="list-style-type: none"> <li>(a) the Company announces that its shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;</li> <li>(b) a takeover bid (as defined in the Corporations Act): <ul style="list-style-type: none"> <li>(i) is announced;</li> <li>(ii) has become unconditional; and</li> <li>(iii) the person making the takeover bid has a Relevant Interest in 50% or more of the issued Shares; or</li> </ul> </li> <li>(c) any person acquires a Relevant Interest in 50.1% or more of the issued Shares by any other means.</li> </ul> <p><b>Relevant Interest</b> has the meaning given in the Corporations Act.</p>

**Need assistance?****Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **9:30am (AEDT) on Sunday, 26 October 2025**.

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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) 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

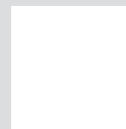
## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 188007**  
**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Omni Bridgeway Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Omni Bridgeway Limited to be held at Amora Jamison Hotel, 11 Jamison St, Sydney, NSW 2000 on Tuesday, 28 October 2025 at 9:30am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 6 where the Chairman of the Meeting intends to vote against.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4 and 6 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Ms Karen Phin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Indemnified Persons' Deeds of Indemnity, Insurance and Access	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Ares Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Spill Resolution (Conditional Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 6 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically