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NOTICE OF MEETING 2019
OFX GROUP LIMITED | ACN 165 602 273

CHAIRMAN'S LETTER

Dear Fellow Shareholder

I am writing to invite you, as a shareholder in OFX Group Limited (**OFX**), to attend our Annual General Meeting (**AGM**) on Tuesday, 13 August 2019.

The AGM will be held in Room III, Establishment Hotel, 252 George Street, Sydney. The AGM will commence at 2:00pm with registration available from 1:30pm.

John Alexander ('Skander') Malcolm, Chief Executive Officer and Managing Director, and I, will present to the AGM on OFX's performance for the financial year ended 31 March 2019.

Following my address and Skander's presentation, we will cover the formal business of the AGM, the details of which are set out in the accompanying Notice of Meeting and Explanatory Memorandum.

A Proxy Form (**Form**) is included in this information pack. The Form contains a barcode to assist with the registration process at the AGM. If you attend the AGM, please bring this Form with you. If you are not attending the AGM, the Form allows shareholders to appoint a proxy to vote on their behalf. Please refer to the Notice of Meeting and the Proxy Form for more information.

Body corporate holders of OFX shares, or any body corporate appointed as a proxy, wishing to act through a representative at the AGM may do so by providing that person with a letter, executed in accordance with the body corporate's constitution, authorising that person to act as a representative of the body corporate.

If you would like to submit questions on any shareholder matters that may be relevant to the AGM, please email your questions to investors@ofx.com. While time may not permit me to address all questions, Skander and I will endeavour to address any questions received as part of our addresses.

An archived webcast of the Meeting will be available on the OFX website within one day of the AGM. My address and Skander's presentation will be released to the ASX immediately prior to the start of the AGM and will also be available on the OFX website.

I look forward to seeing you and thank you for your ongoing support of OFX.

Yours sincerely



Steven Sargent

Chairman

NOTICE OF MEETING

The Annual General Meeting (AGM) of OFX Group Limited (Company) will be held on Tuesday, 13 August 2019, commencing at 2:00pm (Sydney time) at Room III, Establishment Hotel, 252 George Street, Sydney.

ITEMS OF BUSINESS

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

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 March 2019.

Item 2. Remuneration Report

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

“That the Remuneration Report for the year ended 31 March 2019 be adopted.”

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.

Item 3. Election of Ms Connie Carnabuci

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

“That Ms Connie Carnabuci, who having been appointed as a Director of the Company on 1 April 2019 in accordance with Article 46(b) of the Company’s Constitution, and being eligible for election, be elected as a Director of the Company.”

Details of Ms Carnabuci’s qualifications and experience and the recommendation of the Board in relation to her election are set out in the attached Explanatory Memorandum.

Item 4. Approval of Issue of Shares and loan to Mr John Alexander (‘Skander’) Malcolm under the Executive Share Plan

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

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

- a) the issue to Mr John Alexander Malcolm of 801,763 ordinary shares under the OFX Group Limited Executive Share Plan as described in the Explanatory Memorandum; and
- b) the provision of a loan to Mr John Alexander Malcolm to assist him to acquire the shares under the OFX Group Limited Executive Share Plan as described in the Explanatory Memorandum.”

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

Item 5. Approval of Issue of Performance Rights to Mr John Alexander (‘Skander’) Malcolm under the Global Equity Plan

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 the issue to Mr John Alexander Malcolm of 134,810 performance rights under the OFX Group Limited Global Equity Plan as described in the Explanatory Memorandum.”

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

VOTING EXCLUSION STATEMENT

Item 2 Remuneration Report

A vote on the resolution relating to Item 2 must not be cast by or on behalf of any Key Management Personnel (KMP) whose remuneration details are included in the Remuneration Report, or an associate of any KMP, regardless of the capacity in which the vote is cast.

The Company will disregard any votes cast in favour of the resolution relating to Item 2 by or on behalf of:

- any KMP excluded from voting; or
- an associate of any KMP.

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 the directions on the proxy form; or
- it is cast by the Chairman 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.

Item 4 Approval of Issue of Shares and loan to Mr John Alexander ('Skander') Malcolm under the Executive Share Plan

Item 5 Approval of Issue of Performance Rights to Mr John Alexander ('Skander') Malcolm under the Global Equity Plan

A vote on the resolutions relating to Items 4 and 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 and for any associate of a Director.

The Company will disregard any votes cast in favour of the resolutions relating to Items 4 and 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 the directions on the proxy form; or
- it is cast by the Chairman 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.

Voting as Proxy for Items 2, 4 and 5

A vote must not be cast on the resolutions relating to Items 2, 4 and 5 as a proxy by Mr Malcolm or any member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the meeting because the proxy appointment expressly authorises the Chairman of the meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

NOTES

Appointing a Proxy

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

A proxy need not be a shareholder of the Company.

To appoint a proxy, mark 'X' in the relevant location on the Proxy Form. A proxy may be an individual or a body corporate. Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.

The Chairman of the Meeting 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 2, 4 and 5 unless the shareholder directs the KMP how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default and the shareholder does not make a mark in a voting box for Items 2, 4 and 5, then by signing and returning the Proxy Form the shareholder will be expressly authorising the Chairman of the Meeting 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.

Sending us your Proxy

To be effective, the Proxy Form (and the power of attorney or other authority, if any, under which a 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 (Sydney time) on Sunday, 11 August 2019 (48 hours before AGM).

If your appointment of a proxy is signed by an attorney, or in the case of direct vote or proxy 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.

Proxies (and, if applicable, authorities) may be lodged by one of the following methods:

Online at www.linkmarketservices.com.au

If you wish to submit your appointment of proxy and voting instructions 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.

By mail

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

By delivery in person

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

By facsimile to +61 2 9287 0309

The Company reserves the right to declare invalid any proxy not received in this manner.

Determination of shareholders' right to vote

The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7:00 pm (Sydney time) on Sunday, 11 August 2019. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

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 year ended 31 March 2019 will be put before the Annual General Meeting (AGM). These Reports are in the Company's 2019 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. Shareholders will, however, be given a reasonable opportunity to ask questions on these reports during discussion on this item.

Item 2: 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 21 May 2019 in the Company's 2019 Annual Report and has also been available on the Company's website since that date.

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.

Shareholders should note that if 25% or more of the votes cast on this resolution are against adoption of the Remuneration Report, the first element in the Board spill provisions introduced in 2011 (known generally as the 'two strikes rule') will be triggered. This would require a resolution on whether to hold a further meeting to spill the Board (a 'spill resolution') to be put to shareholders at the 2020 AGM if a 'second strike' was to occur at the 2020 AGM.

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

Item 3: Election of Ms Connie Carnabuci



Ms Connie Carnabuci having been appointed as a Director of the Company on 1 April 2019 in accordance with Article 46(b) of the Company's Constitution is standing for election in accordance with Listing Rule 14.4, and being eligible, offers herself for election as a Director of the Company.

Connie Carnabuci

Non-Executive Director – Bachelor of Commerce (Marketing) (with Merit) and Bachelor of Laws. Member of the Remuneration and Nomination Committee, GAICD

Age: 55

Appointed: 1 April 2019

Non-Executive Independent Director

Residence: Sydney, Australia

Connie has over 30 years' experience in legal practice, management and strategy, including significant private practice advice and deal experience in Asia in the technology, telecoms, new media (digital online), FMCG and renewable energy sectors. Connie is also currently the General Counsel for the ABC. Prior to her role at the ABC, Connie was a Partner at Freshfields Bruckhaus Deringer in Hong Kong leading the firm's IP/TMT practice in Asia. She also served as Co-head of the firm's global technology practice. Before moving to Hong Kong, Connie practiced in Australia for 11 years, including as a Partner at Mallesons Stephen Jacques (now King and Wood Mallesons). She began her career as Associate to the Honourable Justice Wilcox, Federal Court of Australia.

Current Directorships

Director: Nil

Other: Member of the UNSW Business School Advisory Council, Graduate of the Australian Institute of Company Directors.

Interest in Shares 17,116 ordinary shares.

The Board supports the election of Ms Carnabuci and (Ms Carnabuci abstaining) unanimously recommends that shareholders vote in favour of the election of Ms Carnabuci as a Director.

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

Item 4: Approval of issue of shares and loan to Mr John Alexander ('Skander') Malcolm under the Company's Executive Share Plan

ASX Listing Rule 7.1 provides that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period.

Exception 9 of ASX Listing Rule 7.2 allows the Company to issue securities without shareholder approval and without reducing the 15% capacity under ASX Listing Rule 7.1 where the securities are issued under an employee incentive scheme within 3 years of shareholder approval of that scheme.

The Company's Executive Share Plan (ESP) and future issues of securities under the ESP was approved by shareholders at the Company's 2018 AGM.

Item 4 seeks shareholder approval under ASX Listing Rule 10.14 and sections 200B and 200E of the *Corporations Act 2001* (Cth) for the proposed issue of ordinary shares to Mr Malcolm under the ESP and for the proposed loan to Mr Malcolm to assist him to acquire such shares under the ESP as part of Mr Malcolm's Long-Term Incentive (LTI).

The ESP is designed to encourage sustainable, long-term value creation and align Executive KMP, including Mr Malcolm, with shareholders. This form of incentive delivers immediate share ownership, linking a significant portion of Mr Malcolm's remuneration to the Company's share price and returns generated for shareholders.

Why approval is required

Under ASX Listing Rule 10.14, shareholder approval is required for the issue of securities to any Director under an employee incentive scheme.

The ESP provides that shares acquired under the plan may be satisfied by the issue of new shares or the acquisition of shares (whether on-market or off-market). Item 4 is being put to shareholders to preserve the flexibility for the Company to satisfy the acquisition of shares by Mr Malcolm by the issue of new shares.

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 ESP.

If shareholder approval is given for this resolution under ASX Listing Rule 10.14, separate approval is not required under ASX Listing Rule 7.1.

Under section 200B of the *Corporations Act 2001* (Cth), a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders or an exemption applies. Section 200B applies to managerial and executive officers of the Company and any of its subsidiaries, which includes Mr Malcolm.

Approval is sought for the purposes of section 200E of the *Corporations Act 2001* (Cth) to allow the Company to deal with the unvested shares upon Mr Malcolm ceasing employment in accordance with the terms of the ESP (refer "Cessation of employment" in the table below) including where to do so would involve the giving of a "benefit" to Mr Malcolm in connection with him ceasing to hold a managerial or executive office.

Proposed FY2020 LTI Grant to Mr Malcolm

Number of Shares The value of Mr Malcolm's FY2020 grant is determined by reference to a percentage of his fixed remuneration.

The number of shares that Mr Malcolm will receive will be determined using the following formula:

Fixed Remuneration x Grant % x Gross-up Factor [2] divided by the share acquisition price (being the five-day VWAP for the period up to but not including 11 June 2019).

$$= \$680,531 \times 92\% \times 2 / \$1.5618^1$$

This calculation results in the following share award being made:

FY2020 grant – maximum of 801,763 shares ²

A Gross-up Factor of 2 has been used for simplification and transparency.

Issue Price The shares will be issued at a price equal to the five-day VWAP for the period up to but not including 11 June 2019 for nil consideration. A loan will be provided equal to the issue price multiplied by the total number of shares to be issued.

Date of issue If shareholder approval is obtained, the shares are expected to be issued to Mr Malcolm in the Company's open trading window after the AGM and, in any event, no later than 12 months after the AGM.

Shares will be issued using an effective grant date of 11 June 2019.

Performance Conditions **Vesting condition:** Underlying EBITDA "Gateway" where EBITDA over the 3-year performance period commencing 1 April 2019 (**Performance Period**) must be accretive for shares to vest.

Performance condition: Absolute Total Shareholder Return (**TSR**) Compound Annual Growth Rate (**CAGR**). Loan forgiveness is then granted as follows:

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

Loan forgiveness is capped at 30%.

Rights attaching to the Shares Subject to the terms of the ESP, the Shares will carry the same rights as other ordinary shares in the Company.

Performance testing Testing of the vesting conditions for Mr Malcolm's FY2020 grant will occur once the results for the relevant financial year in the last year of the Performance Period have been approved by the Board.

There is no retesting of the vesting conditions.

¹ VWAP is rounded to 4 decimal places.

² Rounded to the nearest whole share.

Loan terms

The Company or a subsidiary of the Company will provide an interest free limited recourse loan to Mr Malcolm equal to the full value of the shares to be acquired in accordance with the terms of the ESP. The loan must be repaid on the earlier of 2 years after the end of the Performance Period and the occurrence of:

- a) in the case of vested shares, the date being 12 months after Mr Malcolm ceases to be an employee of the Company for any reason;
- b) in the case of unvested shares which are not forfeited as a result of Mr Malcolm ceasing to be an employee of the Company and which subsequently become vested shares, the date being 12 months after those shares become vested shares; or
- c) if determined by the Board, any date after the date on which Mr Malcolm has been notified by the Company that some or all of the shares have vested;
- d) if Mr Malcolm sells some or all vested shares to which the loan relates, the date on which Mr Malcolm is entitled to receive the proceeds of the sale of those shares;
- e) if determined by the Board to be repayable as a result of a Control Event or Mr Malcolm transferring to work for the Company or any of its subsidiaries outside Australia; or
- f) any material breach by Mr Malcolm where the breach is not remedied within 30 days of the Company's notice to Mr Malcolm to do so.

Subject to the above, Mr Malcolm may repay the loan at any time after the shares are vested but in no case, more than 2 years after the end of the Performance Period.

A debt forgiveness schedule is included in the ESP to allow mandatory debt forgiveness if minimum TSR CAGR performance is achieved as follows:

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

Loan forgiveness is capped at 30%.

Until the loan is repaid in full, the Company has a lien over all the shares held by Mr Malcolm to which the loan relates and all securities issued in respect of those shares as part of a bonus or entitlement issue.

Mr Malcolm is not required to provide a mortgage, charge or other security interest over the shares to secure the loan.

If Mr Malcolm does not repay the outstanding balance of the loan when due, the Company may sell the shares on behalf of Mr Malcolm. If the amount received on the sale of the shares is less than the outstanding balance of the loan, the net proceeds of sale will be accepted in full satisfaction of the loan, and Mr Malcolm will have no further liability under the loan. If Mr Malcolm forfeits his interest in shares to the Company, Mr Malcolm's liability to repay the loan will be satisfied.

Dividends

While a loan remains outstanding, dividends must be applied to making part repayment of the loan (53.5%), after subtracting a portion to offsetting Mr Malcolm's tax liability (46.5%).

Trading restrictions	Mr Malcolm must not transfer, encumber, hedge or otherwise deal with shares acquired under the ESP until the loan in respect of those shares has been paid in full or arrangements satisfactory to the Board are made for repayment of the loan in full from the proceeds of sale of the shares.
Cessation of employment	<p>In accordance with the terms of the ESP, if Mr Malcolm ceases employment with the Company, his unvested shares are not forfeited (and remain subject to the ESP) and his vested shares are not forfeited. However, the Board may determine within 60 days of the cessation of his employment that:</p> <ul style="list-style-type: none"> a) some or all of his unvested shares vest or are forfeited (or that the vesting conditions or performance periods applicable to those unvested shares are amended or waived); or b) some or all of his vested shares are forfeited. <p>In determining whether a different treatment should apply to that set out above on cessation of Mr Malcolm's employment, the Board may have regard to any matter the Board considers relevant, including the extent to which the vesting conditions have been satisfied at the time of cessation of employment or the proportion of the performance period during which the vesting conditions are tested has passed at the time of cessation of employment.</p>
Control Event	The Board has absolute discretion to determine that some or all of the unvested shares will vest if there is a takeover or scheme of arrangement of the Company or a proposed winding up of the Company (Control Event). In exercising this discretion, the Board may have regard to any matter the Board considers relevant, including the extent to which the vesting conditions have been satisfied (or estimated to have been satisfied) at the time the Control Event occurs or the proportion of the performance period during which the vesting conditions are tested has passed at the time the Control Event occurs.
Forfeiture Conditions	<p>Shares may be forfeited if the vesting conditions are not satisfied, with the forfeited shares treated as full consideration for the repayment of the loan. In this case, Mr Malcolm would forfeit any value attached to the shares.</p> <p>Subject to law, the Board is also able to take action to prevent Mr Malcolm obtaining unfair benefits where shares vest as a result of fraud, dishonesty or breach of obligations of any person, a material misstatement of the financial statements of the Company or its subsidiaries.</p>
Buy back	Subject to the requirements of the <i>Corporations Act 2001</i> (Cth) and the Company's constitution, the Company in its discretion may buy back shares held by Mr Malcolm if the shares are forfeited in accordance with the terms of the Executive Share Plan; if Mr Malcolm fails to repay the loan when due; if Mr Malcolm ceases to be employed (where the shares have not been forfeited); or if Mr Malcolm requests that the Company buy back shares. Any forfeited shares or shares the subject of a loan non-repayment which are bought back will be bought back at a price equal to purchase price less any repayments of the loan. Any other shares which are bought back will be bought back at a price equal to the weighted average price of shares traded on the ASX on the five trading days up to and including the day of the buy back.
Additional information	Mr Malcolm is the only Director currently entitled to participate in the ESP.

Issues of securities under the ESP since the last approval by shareholders

At the 2018 AGM, shareholders approved the issue of 691,603 shares to Mr Malcolm under the ESP at an issue price of \$1.7725 for nil consideration.

These shares were issued to Mr Malcolm on 29 August 2018 (with an effective grant date of 22 June 2018) and are subject to the vesting and performance conditions as explained in the 2018 Notice of Meeting. No other securities have been issued to Directors or their associates under the ESP since that date.

Directors' recommendation

The Board (Mr Malcolm abstaining) considers that the proposed issue of shares to Mr Malcolm under the ESP is appropriate and is in the best interests of the Company and its shareholders.

The Board also considers that obtaining shareholder approval to allow the Company to deal with shares under the ESP upon Mr Malcolm ceasing employment in accordance with the Plan is appropriate and in the best interests of the Company and its shareholders. It will provide the Company with the ability to ensure its ongoing compliance with section 200B of the *Corporations Act 2001* (Cth) and with the terms of the issue of those shares.

Mr Malcolm makes no recommendation on how to vote on Item 4 in light of his direct interest in Item 4.

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

Item 5: Approval of Issue of Performance Rights to Mr John Alexander ('Skander') Malcolm under the Global Equity Plan

The Company is seeking approval under ASX Listing Rule 10.14 for the granting of Performance Rights to Mr Malcolm pursuant to Mr Malcolm's achievement under the Company's Short-Term Incentive (STI) Plan for the 2019 financial year.

For certain employees, including Mr Malcolm, there will be a component of the total STI award that is deferred. The purpose of the STI deferral 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 Company's Global Equity Plan, as approved by shareholders at the 2018 AGM.

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.

FY2019 Changes to the STI Plan

The Company's STI plan was amended for FY2019. The minimum earnings before tax (EBT) gateway has been removed and replaced with a Company pool, driven by four Company performance measures to be reviewed and reset annually with Threshold/Target/Maximum levels for each metric (Company Performance Measures).

FY2019 Company Performance Measures were set at:

- Underlying EBT (40%);
- NOI (20%);
- Active Clients (20%); and
- Leadership and Culture (20%).

With this model, more weight has been given to financial measures and with the combination of heavier EBT weighting and other aligned financial measures, the Board considered there was no longer a requirement for a plan gateway.

All staff, including Executive KMP, also have individual performance measures to be equally weighted.

Proposed FY2019 grant to Mr Malcolm

For the 2019 financial year Mr Malcolm's STI target was AU\$765,612 and his STI achievement, as assessed by the Board was 55%. This was calculated based on a 55% funding from the Company Performance Measures and an individual performance of "Meets Expectations".

As Active Clients decreased during the period, pay out on this metric was determined at 0%. The Leadership and Culture metric was considered, and the Board determined it appropriate to allocate an appropriate % achievement to this metric based on demonstrated performance in talent management, risk management outcomes, Net Promoter Score (NPS) outcomes and employee engagement scores with appropriate reduction in pay out for failure to meet growth targets.

Mr Malcolm's individual performance was assessed on the following individual performance measures:

- Yearly transaction number increase by 18%; and
- Structured Talent Management Program development and implementation, initially for the top 40 leadership at OFX globally. This includes identifying top 40 roles, building clear succession plans for Executives and driving Board visibility to Top 40 roles and succession planning.

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 to vest one year after issue with a holding lock applied for a further one year after vesting.

Mr Malcolm's STI equity grant for FY2019 is \$210,543 equating to a maximum of 134,810³ Performance Rights.

The number of Performance Rights that Mr Malcolm will be granted has been determined as at 11 June 2019 by dividing the dollar value of Mr Malcolm's grant by the fair value of a Performance Right using the volume weighted average price of the ordinary shares of the Company during the five trading days prior to but not including 11 June 2019, being \$1.5618⁴.

There is no loan repayable by Mr Malcolm in relation to the Performance Rights. Performance Rights will be issued for nil consideration.

Performance rights are expected to be issued to Mr Malcolm in the Company's open trading window after the AGM and, in any event, no later than 12 months after the AGM.

³ Rounded to the nearest whole performance right.

⁴ VWAP is rounded to 4 decimal places.

Issues of securities under the Global Equity Plan since the last approval by shareholders

At the 2018 AGM, shareholders approved the issue of 172,850 Performance Rights to Mr Malcolm under the Global Equity Plan for nil consideration.

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

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.

Directors' recommendation

The Board (Mr Malcolm abstaining) considers that the proposed issue of Performance Rights under the Global Equity Plan to Mr Malcolm 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 Chairman of the AGM intends to vote all available and undirected proxies in favour of this resolution.

CONTACT INFORMATION

Head Office

OFX Group Limited
Level 19
60 Margaret Street
Sydney NSW 2000

Telephone: +61 2 8667 8000
Facsimile: +61 2 8667 8080
Email: investors@ofx.com

Company Secretary

Ms Freya Smith

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

Australian Securities Exchange Listing

OFX





ABN 12 165 602 273

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY HAND

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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY



the Chairman of the Meeting (mark box)

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



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman 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 on Tuesday, 13 August 2019 at Room III, Establishment Hotel, 252 George St, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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 ☒

Resolutions

For Against Abstain*

2 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Ms Connie Carnabuci

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of Issue of Shares and loan to Mr John Alexander ('Skander') Malcolm under the Executive Share Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of Issue of Performance Rights to Mr John Alexander ('Skander') Malcolm under the Global Equity Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



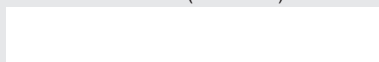
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



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).

OFX PRX1901C

HOW TO COMPLETE THIS SHAREHOLDER 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.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is 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 of business. 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 items of business, your proxy may vote as he or she chooses. 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 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:

- (a) on each of the first Proxy Form and the second 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
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder 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 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*) 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.

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A 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 on Sunday, 11 August 2019**, 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

www.linkmarketservices.com.au

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) as shown on the front of the Proxy Form).



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 www.linkmarketservices.com.au 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*
1A Homebush Bay Drive
Rhodes NSW 2138

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**