

## Appendix 3X

### Initial Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>Omni Bridgeway Limited</b>
<b>ABN</b>	<b>45 067 298 088</b>

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Raymond van Hulst
<b>Date of appointment</b>	9 April 2020

#### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
Nil

+ See chapter 19 for defined terms.

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**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Name of holder & nature of interest	Number & class of Securities
<p>Note: Provide details of the circumstances giving rise to the relevant interest.</p> <p>Ramsgate B.V. (<b>Ramsgate</b>), an entity 100% owned and controlled by Mr van Hulst</p>	<ul style="list-style-type: none"> <li>- 50,000 fully paid ordinary shares in Omni Bridgeway Limited (<b>OBL</b>) (<b>Shares</b>); and</li> <li>- 1,900 B class shares (without voting rights) in Omni Bridgeway Investment B.V. (<b>OB Investment</b>) (a subsidiary of OBL)</li> </ul>

**Part 3 – Director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p><b>Detail of contract</b></p>	<p>Share purchase agreement for the acquisition of 100% of the issued capital in Omni Bridgeway Holding B.V. (<b>OB Holding</b>) (<b>SPA</b>).</p> <p>Ramsgate, an entity owned by Mr van Hulst, was one of the vendors under the SPA, holding 779 (19%) of the OB Holding shares acquired).</p>
<p><b>Nature of interest</b></p>	<p>In addition to cash consideration paid on completion of the SPA in November 2019 (<b>Completion</b>), the vendors of OB Holding (including Ramsgate) may also be entitled, subject to conditions, to receive the following as deferred consideration under the SPA (payable on a pro rata basis in proportion to their previous shareholdings in OB Holding or otherwise in accordance with the SPA):</p> <ul style="list-style-type: none"> <li>- EUR 18.13 million, to be issued in two equal instalments of Shares at 12 and 36 months following Completion (<b>Deferred Consideration</b>); and</li> <li>- up to EUR 32.5 million, to be issued in five annual instalments of Shares, provided OB Holding achieves agreed cumulative annual new business generation targets (<b>Variable Deferred Consideration</b>).</li> </ul>

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	<p>The issue of the above Deferred Consideration Shares is subject to OBL shareholder approval. If such approval is not obtained or OBL fails to issue the Shares within 3 months of the relevant payment date then the Deferred Consideration will be payable in cash, with an additional amount payable if the market value of Shares which would otherwise have been issued is greater than the value of the cash payment in respect of the share consideration.</p> <p>The Deferred Consideration and the Variable Deferred Consideration will only be payable if the relevant vendor has not legally or beneficially sold or transferred its shares in OB Investment, other than as a result of the voluntary liquidation or insolvency of OB Investment. Refer above for details of Ramsgate's OB Investment shareholding.</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>Ramsgate B.V.</p>
<p><b>No. and class of securities to which interest relates</b></p>	<p>The Shares to be issued as Deferred Consideration and Variable Deferred Consideration will be fully paid ordinary shares and the total number of Shares to be issued will be calculated in accordance with a formula specified in the SPA, which is based on an issue price of A\$3.41 per Share and the applicable AUD:EUR exchange rate on the relevant payment date.</p> <p>If the market value of the Shares received is less than the cash value of the Deferred Consideration or Variable Deferred Consideration then, in addition, OBL must compensate the vendors for this difference in value (which may be paid in cash or the issue of further Shares (subject to shareholder approval) determined in accordance with the SPA, at OBL's election).</p>

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