

# CORPORATE GOVERNANCE STATEMENT

30 August 2022



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## CORPORATE GOVERNANCE STATEMENT

### 1. OVERVIEW

Omni Bridgeway Limited (**Omni Bridgeway** or the **Company**) is pleased to publish its 2022 Corporate Governance Statement (**Statement**).

As a listed company, Omni Bridgeway must comply with Australian laws including the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Australian Securities Exchange Listing Rules (**ASX Listing Rules**). In accordance with ASX Listing Rule 4.10.3, ASX-listed entities are required to benchmark their corporate governance practices against the ASX Corporate Governance Council's Principles and Recommendations (4<sup>th</sup> Edition) (**Recommendations**).

This Statement outlines the key principles and practices the Board has adopted for its corporate governance during the financial year ending 30 June 2022 (**FY22**). These principles and practices are reviewed regularly and revised as appropriate to reflect changes in legislation and developments in corporate governance.

For further information on corporate governance policies and procedures adopted by the Company please refer to our website <https://omnibridgeway.com/corporate-governance>.

#### 1.1. Omni Bridgeway's Values

Omni Bridgeway's corporate values are detailed below and form an integral part of our business. Our values are also available on our website <https://omnibridgeway.com/about/overview>.



### 2. BOARD OF DIRECTORS

Omni Bridgeway's Board is responsible for the corporate governance of the Group. The Board is committed to the highest standards of corporate governance and recognises the importance of achieving good corporate governance across the Group.

As at the date of this Statement, the Board comprises six directors:

<b>Name</b>	<b>Position</b>
Michael Kay	Non-Executive Chairman
Andrew Saker	Managing Director and CEO
Raymond van Hulst	Executive Director and Managing Director EMEA
Michael Bowen	Non-Executive Director
Karen Phin	Non-Executive Director
Christine Feldmanis	Non-Executive Director

## **2.1. Board Roles and Responsibilities**

The Board has adopted a board charter which outlines the responsibilities of the Board, as well as those delegated to the executive management team.

The Board is responsible for overseeing corporate governance and strategy and the operational and financial performance of the Group. In addition, the Board is responsible for setting and monitoring the Group's culture and values and establishing and reviewing the Group's risk management framework which seeks to identify areas of significant business risk and ensure arrangements are in place to adequately manage those risks.

The responsibility for day-to-day operations and administration of the Company is delegated, by the Board, to the Managing Director and the executive management team. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities. The Board has also established guidelines for the nomination and selection of directors, the need for existing directors to undertake professional development, and for the operation of the Board.

Whilst at all times the Board retains full responsibility for governing the Group, in discharging its stewardship it makes use of sub-committees. Specialist committees are able to focus on a particular responsibility and provide informed feedback to the Board. To this end, the Board has established the following standing committees:

- Audit and Risk Committee;
- Remuneration Committee;
- Nomination Committee; and
- Corporate Governance Committee.

The roles and responsibilities of these committees are discussed further below.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations of, and risks identified by, the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

- Board approval of a strategic business plan designed to meet stakeholders' needs and manage business risk;
- ongoing review of the strategic plan and initiatives designed to ensure the continued growth and success of the Group; and

- implementation of budgets by management and monitoring progress against budget – via the establishment and reporting of both financial and non-financial key performance indicators.

Other functions reserved to the Board include:

- approval of the annual and half-yearly financial reports;
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- ensuring that any significant risks that arise are identified, assessed, appropriately managed and monitored; and
- appointing and monitoring the performance of key management personnel.

## **2.2. Role of the Company Secretary**

The Company Secretary acts as secretary of the Board and each of its committees and attends Board meetings as required. The Company Secretary provides support to the Board through the Chairman with respect to corporate governance matters and ensuring effective information flows between the Board and management. The Chairman and all Directors have direct access to the Company Secretary for advice or assistance on governance matters. The Company Secretary is responsible for:

- a) coordinating and organising Board and Board committee meetings;
- b) monitoring compliance with Board and Board committee policies and procedures;
- c) coordinating the completion and distribution of the Board and Board committee agendas, briefing materials and preparation and distribution of minutes of meetings and resolutions; and
- d) ensuring the Company complies with its requirements under the ASX Listing Rules (for so long as the Company's securities are admitted to trading on the ASX) and under the Corporations Act regarding the registered office, annual returns and notices to be lodged the Australian Securities Investment Commission.

## **2.3. Structure of the Board**

The relevant skills, experience and expertise of each director in office at the date of the Annual Report is included in the Directors' Report contained in the Company's 2022 Annual Report (**Directors' Report**). A copy of the 2022 Annual Report is located on the Company's website. Directors of Omni Bridgeway are considered to be independent if they are free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgment to bear on issues before the board and to act in the best interests of the entity and its securityholders generally.

The Board, together with the Nomination Committee and Corporate Governance Committee, determines the size and composition of the Board in accordance with Omni Bridgeway's Constitution and Board Charter, which provides that the Board must comprise a minimum of three and a maximum of 10 directors.

The Board has in place a number of policy measures to ensure that independent judgment is

achieved and maintained in respect of its decision-making processes, including:

- the Chairman is an independent director and has a casting vote at Board meetings where the votes of the directors are tied;
- the directors are able to obtain independent professional advice at the expense of the Group;
- Directors who have a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic; and
- at least half of the Board consists of independent directors.

In the context of director independence, 'materiality' is considered from both the Group and individual director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal to or less than 5% of the appropriate base amount. It is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount. Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and other factors that point to the actual ability of the director in question to shape the direction of the Group.

In accordance with the definition of independence above, and the materiality thresholds set, the following directors of Omni Bridgeway are considered to be independent:

<b>Name</b>	<b>Position</b>
Michael Kay	Non-Executive Chairman
Michael Bowen	Non-Executive Director
Karen Phin	Non-Executive Director
Christine Feldmanis	Non-Executive Director

In accordance with the Recommendations, the Board has considered the independence of Mr Bowen.

Mr Bowen has been a director of the Company for 20 years and is a partner of Thomson Geer who act, amongst a number of other law firms, as solicitors to Omni Bridgeway. Prior to that Mr Bowen was a partner of DLA Piper, another law firm which has in the past provided, and continues to provide, legal services to Omni Bridgeway. The Board has determined that these factors do not impact on Mr Bowen's independence because in the exercise of his duties, Mr Bowen demonstrates independent judgment and objective assessment of matters before the Board. Mr Bowen does not advise the Company in his capacity as a partner of Thomson Geer and recuses himself from any considerations associated with the service provision of Thomson Geer and DLA Piper.

For additional details regarding Board appointments, please refer to the Directors' Report and the Company's website.

As at the date of this Statement, the composition of the Board consists of two executive directors and four independent non-executive directors. The Board believes that the majority of the individuals on the Board can, and do, make independent judgments in the best interests of the Group on all relevant issues.

The directors of the Company during FY22 were:

Director	Gender	Initial Appointment	Period of Office	Due for re-election in 2022
Michael Kay (Non-Executive Chairman)	Male	July 2015	Full year	No
Andrew Saker (Chief Executive Officer and Managing Director)	Male	January 2015	Full year	N/A
Raymond van Hulst (Executive Director and Managing Director EMEA)	Male	April 2020	Full year	No
Hugh McLernon <sup>1</sup> (Executive Director)	Male	March 1995	To 30 November 2021	N/A
Michael Bowen (Non-Executive Director)	Male	August 2001	Full year	Yes
Christine Feldmanis (Non-Executive Director)	Female	November 2018	Full year	No
Karen Phin (Non-Executive Director)	Female	August 2017	Full year	No

<sup>1</sup> Mr McLernon retired as a director on 30 November 2021 at the Company's Annual General Meeting.

In accordance with Omni Bridgeway's Constitution, with the exception of the Chief Executive Officer and Managing Director, directors may not hold office without re-election beyond the third Annual General Meeting following their election or most recent re-election.

For the 2022 Annual General Meeting, Michael Bowen is scheduled to retire and seek re-election if desired. Michael Bowen has announced that he will not stand for re-election and therefore retire from the Board immediately following the 2022 Annual General Meeting.

As part of a Board renewal, the Company has commenced a search for an additional Non-Executive Director based in the UK/Europe or the United States. Reflecting the ongoing transition of the Company to being predominantly operating in the Northern Hemisphere, we intend to add another Northern Hemisphere Director over the next 18 to 24 months.

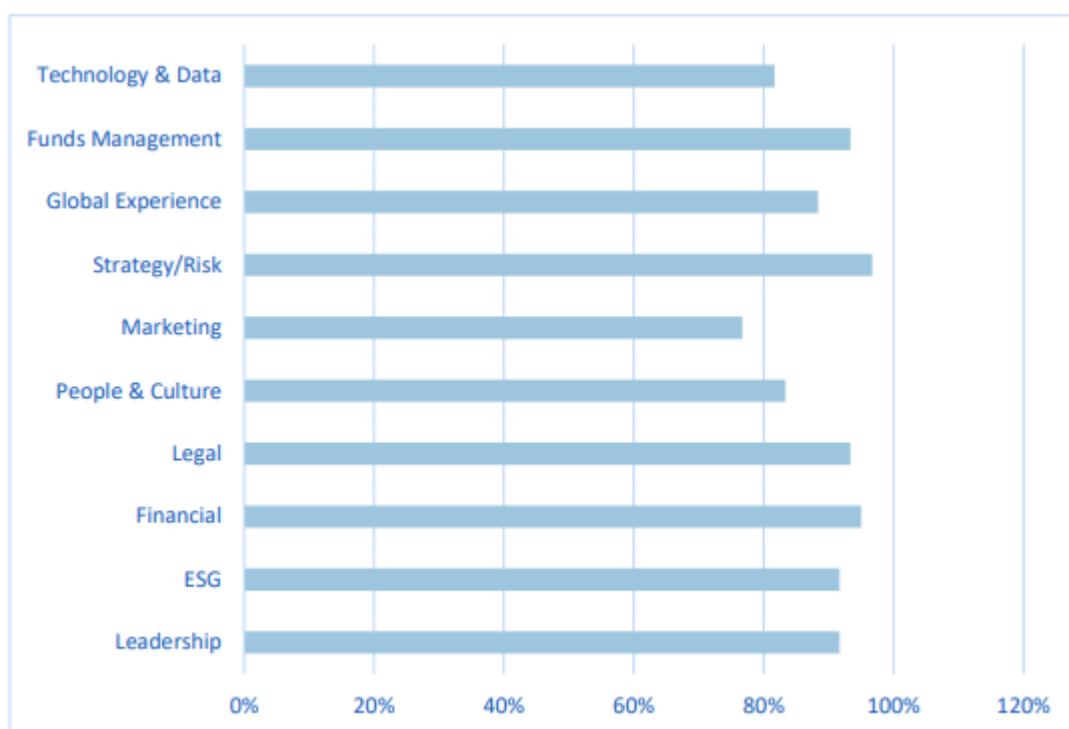
#### 2.4. Board Skills

The Board recognises the importance of having a Board comprising a broad range of skills, expertise, diversity and experience to facilitate good governance and corporate decision making.

The Company has put in place a process to assist in identifying areas of focus and maintaining an appropriate and diverse mix in its membership by utilising a Board Skills Matrix. The Board Skills Matrix is reviewed by the Board annually.

The current mix of skills and experience represented on the Board as of 30 June 2022 is set out in the skills matrix below:





The Board benefits from a combination of the Directors' individual skills, experience and expertise in particular areas, as well as the varying perspectives and insights that arise from the interaction of Directors with diverse backgrounds.

The Board is of the view that the current Directors possess an appropriate mix of skills, experience, expertise and knowledge to enable the Board to discharge its responsibilities, deliver the Company's corporate and strategic objectives and direct the Company in accordance with its corporate governance practices.

## 2.5. Board Diversity

The Board considers that the current directors have a broad range of skills, expertise and experience from a diverse range of backgrounds to discharge their responsibilities and for the effective governance, oversight and strategic leadership of Omni Bridgeway as a publicly listed global company. The Board comprises members of different backgrounds and includes two female directors. Further details regarding director qualifications, experience and tenure are set out in the 2022 Annual Report.

The Board will, either itself or through the Nomination Committee, set measurable objectives for achieving gender diversity in the composition of the Board, senior executives and the Group's workforce generally, including with respect to one or more specific reporting periods.

If the Company is in the S&P/ASX 300 at the commencement of a reporting period, the measurable objective for achieving gender diversity in the composition of its Board should be to have not less than 30% of its directors of each gender within a specified period. In order to monitor the Company's gender diversity, the Board receives a report on an annual basis that provides the female representation at all levels within the Group.

During FY22, the female composition of the Board remained at 29% up until Mr McLernon retired as a director on 30 November 2021 at the Company's Annual General Meeting. The



female composition of the Board is currently 33% and the female composition of the non-executive directors remains at 50%. Gender diversity figures exceeded 30% in female representation for Board committees and all other areas of operation for FY22.

The Board and the Nomination Committee continuously monitor the diversity, skills and experience of the Board to identify opportunities for director training and development and to identify gaps that may be addressed through future Board appointments. The Nomination Committee will endeavour to improve the diversity at Board level, and across the senior executive team and workforce more generally, at any time nominations are required to fill positions.

## **2.6. Board Committees**

The Board has four committees which assist in the execution of its duties and to ensure important and complex issues are given detailed consideration. The composition and functions of each of the Board committees are discussed below. Each committee operates under a specific charter approved by the Board, which details their respective roles, responsibilities and membership requirements.

Each committee, except the Nomination Committee, comprises only independent, non-executive directors. In addition, the Audit and Risk Committee, Remuneration Committee and Corporate Governance Committee have an independent Chair who is not the Chairman of the Board.

The primary role of the committees is to make recommendations to the Board on matters pertaining to their respective charters. The Committees will also make decisions on behalf of the Board where such authority has been expressly delegated by the Board.

The structure and membership composition of the committees are reviewed periodically.

Committee charters are available on the Company's website. For details on the number of meetings of the Board and committees held during the year and the attendees at those meetings, refer to the Directors' Report.

### *Audit and Risk Committee*

The Board has an Audit and Risk Committee, which operates under a charter approved by the Board. The members of the audit and risk committee are:

<b>Name</b>	<b>Position</b>
Christine Feldmanis	Chair
Michael Kay	Member
Michael Bowen	Member
Karen Phin	Member

It is the Board's responsibility to ensure that an effective internal control framework exists within the Group. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information as well as non-financial considerations such as the benchmarking of operational key performance indicators.

The Audit and Risk Committee supports the Board in establishing and maintaining a framework of internal control and ethical standards. Among other things, the Audit and Risk Committee is

responsible for overseeing the Group's risk management systems, assisting the Board to determine whether the Group has any material exposure to environmental and/or social risk, reviewing internal control and risk management systems and reviewing the adequacy of risk reporting to the Board (including in relation to new and emerging risks faced by the Company, such as cyber security, privacy and data breaches).

The Committee also provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial reports. All members of the Audit and Risk Committee are independent non-executive directors, and the Chair of the Committee is not the Chair of the Board.

#### *Remuneration Committee*

The Board is responsible for determining and reviewing compensation arrangements for the directors themselves and the Managing Director and executive team. The Board has established a Remuneration Committee comprising independent non-executive directors. The members of the Remuneration Committee are:

<b>Name</b>	<b>Position</b>
Michael Bowen	Chair
Christine Feldmanis	Member
Michael Kay	Member
Karen Phin	Member

It is the Company's objective to provide maximum stakeholder benefit from the retention of high-quality executive Directors and key management personnel by remunerating such individuals fairly and appropriately with reference to relevant employment market conditions. To assist in achieving this objective, the Remuneration Committee links the nature and number of executive directors' and officers' remuneration to the Company's financial and operational performance and risk appetite. The expected outcomes of the remuneration structure are:

- retention and motivation of key executives;
- attraction of high-quality management to the Group; and
- performance incentives that allow executives to share in the success of the Group.

For a full discussion of the Company's remuneration philosophy and framework and the remuneration received by directors and executives in the current period please refer to the Remuneration Report, which is contained within the Directors' Report.

There is no scheme to provide retirement benefits to non-executive directors.

#### *Nomination Committee*

The Company understands that the appointment and reappointment of directors to the Board is critical to the performance of the Company. In recognition of this, the Board has established a Nomination Committee to provide transparency, focus and independent judgment to decisions regarding the composition of the Board.

The members of the Nomination Committee are:

<b>Name</b>	<b>Position</b>
Michael Kay	Chair
Andrew Saker	Member
Michael Bowen	Member
Christine Feldmanis	Member
Karen Phin	Member

Four out of the 5 members of the Nomination Committee are independent directors including the Chair.

When considering the appointment of a new director or senior executive, the Nomination Committee will identify suitable candidates for consideration which includes the carrying out of appropriate background checks before the Board makes an offer to a preferred candidate.

Newly elected directors must stand for election at the next subsequent annual general meeting. The notice of annual general meeting provides shareholders with material information about each director standing for election.

New directors and senior executives enter into a formal written letter of appointment which sets out the duties, responsibilities, remuneration and other entitlements.

The Board regularly reviews whether the directors have the skills, knowledge and familiarity with the Company required to fulfil their role on the Board and on the Board committees effectively and where gaps are identified, takes appropriate measures to address training to develop relevant skills and knowledge.

#### *Corporate Governance Committee*

The Group is committed to delivering corporate governance to the highest standards and has established a Corporate Governance Committee to assist the Board in fulfilling its responsibilities in relation to ethical standards and corporate governance policies and practices, and compliance with regulatory requirements for corporate governance. The members of the Corporate Governance Committee are:

<b>Name</b>	<b>Position</b>
Karen Phin	Chair
Michael Kay	Member
Michael Bowen	Member
Christine Feldmanis	Member

### **3. PERFORMANCE EVALUATION AND REMUNERATION**

#### **3.1. Performance Evaluation**

The performance of the Board and key executives is reviewed regularly against both measurable and qualitative indicators. The performance criteria against which directors are assessed are aligned with the financial and non-financial objectives of the Group.

For details on director attendance at Board and Board committee meetings during FY22, refer to the Directors' Report.

An annual performance review of senior executives (and all employees) is undertaken and has been undertaken during FY22 in accordance with updated performance review processes, which were implemented following the merger with legacy Omni Bridgeway in late 2019. Key performance indicators are being put in place for FY23 for all senior employees and are reflected in the personal performance targets component of the short term incentivisation plan.

### **3.2. Director and Executive Remuneration**

The Remuneration Committee of the Board of directors of the Company is responsible for determining and reviewing remuneration arrangements for the Board and key management personnel (**KMP**).

The Remuneration Committee assesses the appropriateness of the nature and amount of the emoluments of the Board and KMP on a periodic basis by reference to relevant employment market conditions, with the overall objective of ensuring the best stakeholder benefit from the Board and KMP.

The performance of the Group is heavily dependent upon the quality of its directors and KMP. Accordingly, the Company must attract, motivate and retain highly skilled directors and executives. The Group embodies the following principles in its remuneration framework:

- determination of appropriate market rates for the fixed remuneration component recognising that the majority of investment professionals are most comparable to partners in private practice professional services businesses; and
- establishment of appropriate performance hurdles for the variable remuneration component.

It is the Remuneration Committee's policy that employment contracts are entered into with all key management personnel.

In accordance with best practice corporate governance, the structure of non-executive director and KMP remuneration is separate and distinct. The Short Term Incentive Program (**STIP**) and Long Term Incentive Plan (**LTIP**) are products of an external remuneration review and are reflective of industry standards. The Remuneration Committee will undertake an annual review of the STIP and LTIP structures with the aim of ensuring continued alignment of remuneration outcomes with sustained Group performance.

Further details about the remuneration structure, remuneration policies and remuneration paid to the directors and senior executives during the reporting period, as well as details of the contractual arrangements with senior executives are set out in the Annual Report.

## **4. RISK MANAGEMENT**

### **4.1. Risk Management**

Omni Bridgeway has a Risk Management Policy which sets out the objectives and expectations to managing risk in a proactive and effective manner and supporting guidance including a Risk Management Framework. The Risk Management Policy "sets the tone" for the Group's risk management approach and establishes the risk management responsibilities of the Board, Audit and Risk Committee and Management.

Omni Bridgeway understands the importance of an effective risk management framework to

helping protect key stakeholders from adverse events, creating and protecting shareholder value and supporting the pursuit of opportunities. Therefore, Omni Bridgeway will maintain a risk management framework appropriate to the size, culture and complexity of its operations and environment.

The key aspects of Omni Bridgeway's risk management framework are outlined below.

The Board determines the Group's risk appetite and is responsible for overseeing and approving risk management strategies and policies and internal compliance and control. The responsibility for managing risk and assessing internal control effectiveness is delegated to management. Management is required by the Board to assess risk management and associated internal compliance and control procedures and report back on the efficiency and effectiveness of the Group's risk management.

The Group refers to the principles of AS/NZS ISO 31000:2018 and the Recommendations when developing its risk management processes and practices which include:

- establishing the Company's goals and objectives, and implementing and monitoring strategies and policies to achieve these goals and objectives;
- continuously identifying and measuring risks that might impact upon the achievement of the Company's strategy and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- monitoring the performance of, and continuously improving the effectiveness of, risk management systems and internal compliance and controls.

To this end, comprehensive practices are in place that are directed towards achieving the following objectives:

- compliance with applicable laws and regulations;
- preparation of reliable published financial information; and
- implementation of risk transfer strategies where appropriate (e.g., insurance).

#### **4.2. Certification and Board Approval**

The Managing Director and the Chief Financial Officer have provided a written statement to the Board that:

- in their opinion, Omni Bridgeway's financial records have been properly maintained and the financial reports comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group;
- their view provided on the Group's financial report is founded on a sound system of risk management and internal compliance and controls which implements the financial policies adopted by the Board; and
- the Group's risk management and internal compliance and control system is operating

effectively in all material respects.

## **5. BUSINESS ETHICS AND INTEGRITY**

### **5.1. Code of Conduct**

Omni Bridgeway is committed to practising the highest standards of conduct and has adopted a Code of Conduct that identifies the standard of ethical conduct expected of all Omni Bridgeway directors, employees, consultants, secondees and contractors (**Personnel**). The Code of Conduct describes the Company's objectives, values and standards of behaviour that Personnel must apply to all business practices.

This Code of Conduct will be provided to all Personnel when joining the Group. Personnel will be required to make an attestation agreeing to compliance with the Code of Conduct upon employment and annually thereafter. Compliance with the Code of Conduct is considered to be a condition of employment with the Group. The Code of Conduct is supported by the Company's Anti-bribery and Corruption Policy, Whistleblower Policy and Securities Trading Policy.

The Group provides initial training in relation to the Code of Conduct for all new employees and thereafter update training on a periodic basis. The Group has put in place compliance monitoring programs to review the Group's compliance with the requirements of the Code of Conduct.

A copy of the Code of Conduct can be found on the Company's website.

### **5.2. Anti-bribery and Corruption**

The Group has a zero-tolerance policy for bribery and corruption in any form and is committed to maintaining a high standard of integrity in its operations and at all times strives to operate in an ethical manner and in accordance with its Statement of Values and Code of Conduct. To assist the Group to be aware of, recognise and avoid engaging in or being involved in potentially corrupt behaviours, Omni Bridgeway has adopted an Anti-bribery and Corruption Policy. The policy sets out the Company's prohibitions on corrupt behaviour and provides guidance to staff to help ensure compliance with foreign anti-corruption practices and anti-bribery laws. A copy of the Anti-bribery and Corruption Policy can be found on the Company's website.

### **5.3. Whistleblowing**

As part of the Group's commitment to maintaining high levels of conduct and ethical behaviour in its business operations, Omni Bridgeway has adopted a Whistleblower Policy. The policy is designed to encourage employees and others to disclose any 'reportable conduct', which includes (among other things) misconduct, corporate corruption, bribery and fraud, to appointed management. All reports of reportable conduct are treated on a confidential basis in accordance with the policy. A copy of the Whistleblower Policy can be found on the Company's website.

### **5.4. Continuous Disclosure**

Omni Bridgeway is committed to ensuring that shareholders and the market are kept properly informed of matters which may have a material impact on the price at which the Company's securities are traded. To achieve this, Omni Bridgeway has adopted a Continuous Disclosure Policy, which establishes procedures and controls to ensure that directors and management fulfil their obligations under the Corporations Act and the ASX Listing Rules in relation to the timely disclosure of price sensitive information. A copy of the Continuous Disclosure Policy can

be found on the Company's website.

## **5.5. Shareholder Communication**

The Board of Directors aims to ensure that shareholders are informed of all information necessary to assess the performance of the Company and its directors. Information is communicated to shareholders through:

- the Annual Report which is distributed to all shareholders;
- the half-yearly report circulated to the ASX and the Australian Securities and Investments Commission; and
- the Annual General Meeting and other shareholder meetings so called.

To ensure shareholder communications are accurate and not misleading, any periodic corporate reports released to the market undergo a verification process prior to release, which includes a review by the Legal and Finance functions prior to release. The Disclosure Committee established by the Continuous Disclosure Policy, which currently consists of the Managing Director, Company Secretary and Chief Financial Officer, is responsible for reviewing and approving all ASX announcements (other than certain administrative announcements) before they are released to market and for satisfying itself that the content of any announcement made by the Company is accurate and not misleading and supported by appropriate verification.

Shareholders may elect to receive all shareholder communications by email and may also communicate with the Company and the Share Registry electronically.

Shareholders are encouraged to ask questions of their directors at the Annual General Meeting and other shareholder meetings called by the Company or to contact the Company Secretary to discuss matters pertaining to corporate governance or any other matter relating to the Company, at their convenience. The external auditor also attends each Annual General Meeting and is available to answer questions from security holders.

The Company engages a third party service provider to assist with developing communication strategies and assist with engaging proxy advisory firms and identifying our largest institutional investors to ensure our stakeholders have the information they need to make recommendations and inspire positive shareholder sentiment and voting outcomes.

Our General Meetings are conducted by way of a 'hybrid meeting', which combines in-person and virtual participation, allowing shareholders to join the meeting online and access related materials, vote on ballots and ask questions in real-time.

In line with the Recommendations, all material resolutions at meetings of shareholders are decided by a poll rather than by a show of hands.

## **5.6. Dealing in Shares**

Omni Bridgeway encourages its directors and employees to hold securities in the Company and all such directors and employees have a personal responsibility to ensure that they comply with the law and with the Company's Securities Trading Policy.

Under the Company's Securities Trading Policy, an executive or director must not trade in any securities of the Company (or any other company) at any time when they are in possession of



unpublished, price-sensitive information in relation to those securities.

In addition, the policy prohibits, subject to certain exceptions, dealing in the Company's securities during any period which is not an "open period". Open periods include:

- the four (4) week period commencing on the first trading day after the date of the Company's annual general meeting;
- the six (6) week period commencing on the first trading day after the release of the Company's half-yearly results;
- the six (6) week period commencing on the first trading day after the release of the Company's preliminary final results and final results to ASX;
- the four (4) week period commencing on the first trading day after the release of a disclosure document offering securities in the Company; or
- such period commencing and ending on dates which may be determined by the Board (or its delegates) from time to time.

As required by the ASX Listing Rules, the Company notifies the ASX of any transaction conducted by directors in the securities of the Company. A copy of the Securities Trading Policy can be found on the Company's website.