

28 October 2022

Dear Shareholder

OMNI BRIDGEWAY LIMITED – NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 annual general meeting (**Meeting**) of Omni Bridgeway Limited (**Omni Bridgeway** or **Company**) will be held at The Fullerton Hotel Sydney, 1 Martin Place, Sydney NSW Australia and online at <https://meetnow.global/MDPC2NA> (**Online Platform**) on Wednesday, 30 November 2022 at 9:30am (AEDT).

The Company advises that in addition to a physical Meeting, the Company has made arrangements for shareholders eligible to attend and vote at the Meeting to remotely participate via the Online Platform.

In accordance with the provisions under the *Corporations Act 2001* (Cth), the Company is not sending hard copies of the Notice of Annual General Meeting to shareholders (**Notice of Meeting**) unless a shareholder has requested to receive a Notice of Meeting in hard copy. The Notice of Meeting can be viewed and downloaded from the Company's website at <https://omnibrigeway.com/investors/asx-announcements> or from the Company's ASX platform at <https://www2.asx.com.au/markets/company/obl>.

A Proxy Form is attached to this notice.

Attendance via the Online Platform

Shareholders who wish to attend the Meeting virtually can do so through the Online Platform.

The Online Platform will go live from 9:00am (AEDT) on Wednesday, 30 November 2022. The Company recommends logging in to the Online Platform at least 15 minutes prior to the scheduled commencement time of 9:30am (AEDT) for the Meeting using the instructions below:

- a) enter <https://meetnow.global/MDPC2NA> into a web browser on your computer or online device and click on 'Join Meeting Now'.
- b) to register to vote, shareholders will need to enter their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed at the top of the Proxy Form or holding statement as well as entering their postcode or country code; and
- c) appointed proxies will need to contact Computershare on +61 3 9415 4024 to receive their username and password.

Further information on how to participate virtually is set out in both the Notice of Meeting and Online Meeting Guide which can be found at <https://omnibrigeway.com/investors/annual-general-meeting>.

Please read the Online Meeting Guide carefully to ensure that your internet browser is compatible with the Online Platform. The Online Meeting Guide also includes a step-by-step guide on how to navigate through the site to submit your vote and ask questions.

Proxy Lodgements

Shareholders who choose to lodge a Proxy Form should follow the instructions on the enclosed Proxy Form. For your proxy appointment to be effective it must be received by 9:30am (AEDT) on Monday, 28 November 2022.

If you require assistance, please contact Computershare:

- a) on 1300 850 505 (within Australia) or on +61 3 9415 4000 (outside Australia); or
- b) online at www.investorcentre.com/contact.

Electronic Communications

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at:
www.computershare.com.au/easyupdate/OBL.

If you have not yet registered, you will need your shareholder information including SRN / HIN details.

Yours sincerely,



Mr Jeremy Sambrook
Company Secretary

Notice of Annual General Meeting and Explanatory Memorandum

The annual general meeting of the Company will be held at The Fullerton Hotel Sydney, 1 Martin Place, Sydney NSW Australia and online at <https://meetnow.global/MDPC2NA>, on Wednesday, 30 November 2022 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 telephone on +61 8 9225 2300 or by email at cosec@omnibridgeway.com

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Omni Bridgeway Limited (**Company**) will be held at The Fullerton Hotel Sydney, 1 Martin Place, Sydney NSW Australia and online at <https://meetnow.global/MDPC2NA>, on Wednesday, 30 November 2022 at 9:30am (AEDT) (**Meeting**).

Details regarding attending the Meeting via the Online Platform are set out in the Explanatory Memorandum. The Online Meeting Guide is also attached to this Notice and provides detailed instructions on how to register, watch, ask questions and vote at the Meeting. This is also available at: <https://omnibridgeway.com/investors/annual-general-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 Monday, 28 November 2022 at 7:00pm (AEDT).

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

Agenda

ANNUAL REPORT

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 2022.

1 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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 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 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

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

'That, pursuant to and in accordance 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 – ISSUE OF TRANCHE 2 DEFERRED CONSIDERATION TO THE SELLERS

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 7.1 and for all other purposes, Shareholders approve the issue of up to 4,833,910 Shares to the Sellers 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 the Sellers (or their nominees) and any other person who will obtain a material benefit if this Resolution is passed (except a benefit solely in the capacity of a Shareholder), and any associate of that person (or those persons).

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 that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or

- (c) a Shareholder acting solely in a nominee, trustee, custodial 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.

4 RESOLUTION 4 – ISSUE OF TRANCHE 2 ADDITIONAL CONSIDERATION SHARES TO THE SELLERS

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 7.1 and for all other purposes, Shareholders approve the issue of up to 880,150 Shares to the Sellers 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 the Sellers (or their nominees) and any other person who will obtain a material benefit if this Resolution is passed (except a benefit solely in the capacity of a Shareholder), and any associate of that person (or those persons).

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 that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial 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.

5 RESOLUTION 5 – INCREASE IN NON-EXECUTIVE DIRECTORS' FEES

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 article 6.5 of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum total fees payable to non-executive Directors be increased from A\$700,000 per annum to A\$950,000 per annum on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion and Prohibition

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a Director or any of their associates.

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 that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial 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.

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, and

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

6 RESOLUTION 6 – APPROVAL OF INDEMNIFIED PERSONS' DEEDS OF INDEMNITY, INSURANCE AND ACCESS

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 proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairperson 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.

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 Chairperson and the written appointment of the Chairperson does not specify the way the Chairperson 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.

7 RESOLUTION 7 - PROPORTIONAL TAKEOVER PROVISIONS

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.'

8 RESOLUTION 8 – SPILL RESOLUTION

If 25% or more of votes cast on Resolution 1 are against the adoption of the Remuneration Report, 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:

- (a) *a 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 this Resolution to make the Directors' Report for the year ended 30 June 2022 was passed (other than the Managing Director), and who remain in office at the time of the Spill Meeting, 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 end of the Spill Meeting will be voted on 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 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 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).

Dated: 28 October 2022

By order of the Board



Mr Jeremy Sambrook
Company Secretary

Explanatory Memorandum

1 INTRODUCTION

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 Wednesday, 30 November 2022 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	Retirement of Mr Michael Bowen
Section 4	Annual Report
Section 5	Resolution 1 – Adoption of the Remuneration Report
Section 6	Resolution 2 - Re-election of Ms Karen Phin as a Director
Section 7	Resolution 3 – Issue of Tranche 2 Deferred Consideration to the Sellers
Section 8	Resolution 4 – Issue of Tranche 2 Additional Consideration Shares to the Sellers
Section 9	Resolution 5 – Increase in Non-Executive Directors' Fees
Section 10	Resolution 6 – Approval of Indemnified Persons' Deeds of Indemnity, Insurance and Access
Section 11	Resolution 7 – Proportional Takeover Provisions
Section 12	Resolution 8 – Spill Resolution
Schedule 1	Definitions
Schedule 2	Indemnified Persons
Schedule 3	Proportional Takeover Bid Approval

A Proxy Form is attached to the Notice.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

2.1 General

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 online at <https://meetnow.global/MDPC2NA> 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 or online.

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 Monday, 28 November 2022.

2.2 Attendance 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 Company's share registry, Computershare Investor Services Pty Limited 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.

2.3 Attendance via the Online Platform

The Online Platform will go live from 9:00am (AEDT) on Wednesday, 30 November 2022. The Company recommends logging in to the Online Platform at least 15 minutes prior to the scheduled commencement time of 9:30am (AEDT) for the Meeting using the instructions below:

- (a) enter <https://meetnow.global/MDPC2NA> into a web browser on your computer or online device and click on 'Join Meeting Now';
- (b) to register to vote, enter your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed at the top of the Proxy Form or holding statement as well as entering their postcode or country code; and
- (c) appointed proxies will need to contact the Share Registry on +61 3 9415 4024 to receive their username and password.

Further information on how to participate virtually is set out in both the Notice and Online Meeting Guide which can be found at <https://omnibridgeway.com/investors/annual-general-meeting>.

Once the Meeting has commenced, Shareholders and proxy holders will be able to listen, participate and vote in real time at the Meeting via the Online Platform.

All Resolutions will be conducted by poll.

At the Meeting, Shareholders will, via the Online Platform, be offered the opportunity to:

- (a) ask questions about, or comment on, the management of the Company; and
- (b) ask the Company's 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 Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting by emailing them to cosec@omnibridgeway.com. Please note that each question will not necessarily be individually addressed at the Meeting or answered individually after the Meeting.

3 RETIREMENT OF MR MICHAEL BOWEN

Mr Michael Bowen, who has been a non-executive director of the Company since the admission of the business to the ASX in December 2001, has advised that he will retire as a Director of the Company following the close of the Meeting.

During this time, Mr Bowen has served as Chair of the Audit and Risk Committee and is the present Chair of the Remuneration Committee. The Chair of the Board would like to take this opportunity to thank Mr Bowen for his outstanding service and contribution to the Company. As previously foreshadowed, the Board is undertaking a recruitment process for a replacement non-executive director from the northern hemisphere.

4 ANNUAL REPORT

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.

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 Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting (being, no later than 9:00am (AEDT) on Wednesday, 23 November 2022) to the Company Secretary at the Company's registered office.

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.

However if you did not elect to continue to receive a hard copy of the Annual Report and now (or at some time in the future) wish to receive a hard copy of the Annual Report, please contact the Company, who will arrange to mail you a hard copy.

5 RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

5.1 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 32 to 40 of the Annual Report and outlines the Company's remuneration framework.

The Company's remuneration structure is designed to attract, motivate and retain highly skilled senior employees in order for the business to thrive and achieve its potential. The Company's variable remuneration framework was first implemented in the 2016 Financial Year and includes both short-term incentives and long-term incentives. The foundations of the LTIP and STIP have remained constant, whilst the performance hurdles and other key elements have evolved with the business to ensure executive reward and Shareholder value remain closely aligned in the pursuit of the Company's business strategy over the longer term.

The Company's key investment growth metrics were strong in FY22, with investment commitments increasing by 12% to a record level of A\$463.3 million which resulted in a net 35% growth in EPV to A\$27.2 billion. This takes into account both new investments and those which completed in the period.

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.

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

5.2 Variable Remuneration

The Company's variable remuneration framework (comprising the "at risk" component of remuneration) was reviewed by Mercer in 2021 and the Remuneration Committee to ensure that the framework and the STIP and the LTIP remain optimally aligned to incentivising the key performance drivers of the Group as the Company moves forward in execution of its latest five-year business plan. This review resulted in some modifications to the plan which were approved by Shareholders in November 2021.

The STIP is linked to specific financial and non-financial measures. In light of the modest profit in FY22, there have been no STIP payments awarded to senior employees. The LTIP complements the STIP as it is tied to the long-term performance of the Company. The LTIP is designed to directly align the interests of Shareholders and senior employees within the business. Performance Rights only vest if certain pre-determined performance conditions are achieved over the course of the three-year performance period. The performance conditions have been carefully devised to reward the creation of Shareholder value, motivating LTIP participants to work collectively to achieve positive results for all stakeholders.

In FY22, 86% of LTIP performance rights due for performance assessment at the end of the period vested with the balance lapsing. The breakdown across the two equal tranches was 79% of the relative total Shareholder return assessed performance rights vested and 93% of those tested against the compound annual growth of the investment portfolio vested. In the last three financial years, the aggregate number of LTIP performance rights that have vested is 10,789,718. The overall efficacy of the Company's remuneration plan is demonstrated by the fact that, notwithstanding a number of periods in which STIP has not been paid, there has been a very low attrition rate amongst senior employees.

5.3 Fixed Remuneration

The LTIP and the STIP are 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 periodically by the Remuneration Committee and determined having regard to the private practice professional services market within which the Company competes for talent. Investment managers are invariably at or around the partner level of legal practices prior to joining the Company.

5.4 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 a Strike at the 2021 annual general meeting. The strike was not in fact related to the remuneration report itself or to the Company's remuneration structure but rather, based on Shareholder feedback, was a protest against a number of unconnected issues. These issues were covered in detail at the 2021 annual general meeting (copies of the Chairman's and Managing Director's respective addresses are available on the Company's website at <https://omnibridgeway.com/investors/annual-general-meeting> or from the Company Secretary). The Company has sought to respond to the feedback received from its Shareholders to improve our investor communications, particularly regarding the intrinsic value of the business and its portfolio of legal assets. The Share price, at the date of the Notice, has materially appreciated from the time of the 2021 annual general meeting. The Company is committed to continual focus on investor communications.

Please note if the Remuneration Report receives a Strike at this Meeting and if Resolution 8 is passed, this may result in the re-election of the Board.

Resolution 1 is an ordinary resolution.

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

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, 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 this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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

6.1 General

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 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 general meeting. Article 6.3 of the Constitution also 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 experience, with a solid track record of building successful businesses.

Karen 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.

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

Ms Phin 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 a Director of the Company for the next three years.

If Resolution 2 is not passed, Ms Phin will cease to be a Director of the Company.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

6.2 Board Recommendation

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

7 RESOLUTION 3 – ISSUE OF TRANCHE 2 DEFERRED CONSIDERATION TO THE SELLERS

7.1 Background

On 8 November 2019, the Company completed the acquisition of 100% of the issued share capital of Omni Bridgeway Holding B.V (**OB Holding**) for consideration of up to €81.81 million (after adjustments) (**Acquisition**).

The consideration payable to the Sellers for the Acquisition was:

- (a) the completion payment of €31.18 million (≈A\$51.003 million¹) (**Completion Payment**);
- (b) a payment of €18.13 million (≈A\$32.96 million)² (**Deferred Consideration**) to be issued in two equal tranches of Shares (i.e. two tranches of Shares up to the value of €9.066 million (≈A\$16.48 million)², hereby referred to as **Tranche 1 Deferred Consideration** and **Tranche 2 Deferred Consideration**) to be issued 12 months with respect to the Tranche 1 Deferred Consideration, and 36 months with respect of the Tranche 2 Deferred Consideration, following completion of the Acquisition within 5 trading days of the later of:
 - (i) 8 November 2020 and 8 November 2022 (respectively);
 - (ii) obtaining Shareholder approval; and
 - (iii) when excluded information in respect of the Company ceases to be excluded information,

each a **Payment Date**; and
- (c) up to €32.5 million (≈A\$59.09 million)³ to be issued in five annual instalments of Shares subject to OB Holding achieving the agreed cumulative annual new business generation targets (**Variable Deferred Consideration**).

On 14 February 2020, the Shareholders approved the issue of the Variable Deferred Consideration at the general meeting.

On 27 November 2020, the Shareholders approved the issue of the Tranche 1 Deferred Consideration.

To date the Company has made the following consideration payments to the Sellers:

Date	Payment description	Amount
8 November 2019	Completion Payment	€31.18 million
4 December 2020	First Variable Deferred Payment	€8 million by way of issue of 3,808,501 Shares
4 December 2020	Tranche 1 Deferred Consideration	€9.066 million by way of issue of 4,311,789 Shares
22 February 2022	Second Variable Deferred Payment	€8 million by way of issue of 3,658,825 Shares

For further information on the Acquisition, refer to the Company's ASX Announcements dated 15 October 2019 and 8 November 2019, the Company's investor presentation announced on 15 October 2019, the notice of general meeting released on ASX on 13 January 2020 and the notice of general meeting released on ASX on 26 October 2020.

7.2 Tranche 2 Deferred Consideration

The Company is seeking Shareholder approval under Resolution 3 for the issue of up to 4,833,910 Shares to the Sellers in satisfaction of the Tranche 2 Deferred Consideration of €9.066 million (≈A\$16.48 million)².

¹ Based on actual exchange rate at time of payment.

² Based on an assumed exchange rate of AUD 1:EUR 0.55. At 30 June 2022 the RBA published rate was AUD 1:EUR 0.6589. The actual exchange rate used in the calculation of the Deferred Consideration payments is the exchange rate on the 7 November 2020 and 7 November 2022, being the first and third anniversaries of completion respectively.

³ Based on an assumed exchange rate of AUD 1:EUR 0.55. At 30 June 2022 the RBA published rate was AUD 1:EUR 0.6589. The actual exchange rate used in the calculation of the Variable Deferred Consideration payments is the exchange rate on the applicable reference payment dates being 7 November in each of the years 2020 to 2024 (inclusive).

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

If Shareholder approval is not obtained under Resolution 3 or the Tranche 2 Deferred Consideration is not issued within 3 months of the relevant Payment Date, then the Tranche 2 Deferred Consideration shall be satisfied by a cash payment to the Sellers which shall include, if applicable, an uplift to reflect to the Market Value of the Shares that would otherwise have been issued had approval been obtained.

A Seller ceases to be entitled to their relevant portion of the Deferred Consideration if on the Payment Date for the provision of the Deferred Consideration, the Seller is no longer a shareholder in Omni Bridgeway Investment B.V. (**OB Investment**), other than as a result of a voluntary liquidation or insolvency of OB Investment. Their relevant portion of the Deferred Consideration will then be distributed amongst the remaining Sellers entitled to the Deferred Consideration on a pro rata basis based on their previous shareholders in OB Holding.

If there is a Change of Control Event in relation to the Company, any remaining Deferred Consideration becomes immediately due and payable by the Company by no later than two (2) business days after the Change of Control Event.

The Tranche 2 Deferred Consideration will be subject to voluntary escrow arrangements restricting the disposal or creation of any security interest over the relevant Shares for a period of three (3) months after the relevant Payment Date.

In addition to the Tranche 2 Deferred Consideration, if the Market Value of the Tranche 2 Deferred Consideration is less than the cash value of the €9.066 million for the portion of the Deferred Consideration due on 8 November 2022 (**Market Value Compensation Amount**), then the Company must compensate the Sellers for this difference in value by:

- (a) paying the Sellers a cash amount equal to the Market Value Compensation Amount; or
- (b) subject to Shareholder approval issuing to the Sellers additional Shares determined in accordance with the following formula (**Additional Consideration Shares**):

$$N = A / C$$

Where:

N = number of additional Shares to be issued to the Sellers

A = Market Value Compensation Amount

C = Market Value

7.3 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval.

Resolution 3 seeks Shareholder approval to issue the Tranche 2 Deferred Consideration under and for the purposes of Listing Rule 7.1.

If Shareholder approval for Resolution 3 is obtained, the Company will be permitted to issue the Tranche 2 Deferred Consideration without using the Company's 15% annual placement capacity.

If Shareholder approval for Resolution 3 is not obtained, the Company will not be able to issue the Tranche 2 Deferred Consideration without seeking further approval from Shareholders because the Company's 15% annual placement capacity cannot be used for this issue. Section 7.2 describes the consequences under the Share Purchase Agreement of Shareholder approval for the issue of the Tranche 2 Deferred Consideration not being obtained.

The issue of any Deferred Consideration to Ramsgate B.V., a Seller and a company controlled by Mr van Hulst, a Director of the Company does not require a separate Shareholder approval for an issue of Shares to a Director due to the application of Listing Rule 10.12, exception 10 because Mr van Hulst was not a Director of the Company at the time the Share Purchase Agreement was entered into.

7.4 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Deferred Consideration the subject of Resolution 3:

- (a) the Tranche 2 Deferred Consideration will be issued to Sellers;
- (b) the maximum number of Shares to be issued is 4,833,910 Shares;
- (c) the Tranche 2 Deferred Consideration will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 2 Deferred Consideration will be issued no later than 3 months after the date of the Meeting;
- (e) the issue price of the Tranche 2 Deferred Consideration will be A\$3.41 per Share, being the deemed issue price specified in the Share Purchase Agreement;
- (f) no funds will be raised from the issue of the Tranche 2 Deferred Consideration because they are being issued as part of the Deferred Consideration for the purchase by the Company of all of the issued share capital of OB Holding pursuant to the Share Purchase Agreement;
- (g) the Deferred Consideration attributable to the Tranche 2 Deferred Consideration will be issued pursuant to the terms of the Share Purchase Agreement as summarised in Sections 7.1 and 7.2; and
- (h) a voting exclusion statement is included in the Notice for Resolution 3.

7.5 Board Recommendation

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

8 RESOLUTION 4 – ISSUE OF TRANCHE 2 ADDITIONAL CONSIDERATION SHARES TO THE SELLERS

8.1 General

Further to the description in Section 7.2, if the Market Value of the Tranche 2 Deferred Consideration Shares is less than the cash value of the €9.066 million for the portion of the Deferred Consideration due on 8 November 2022, the Company will be required to compensate the Sellers for the Market Value Compensation Amount, at its election, either by:

- (a) paying the Sellers a cash amount equal to the Market Value Compensation Amount; or
- (b) subject to Shareholder approval issuing to the Sellers Additional Consideration Shares determined in accordance with the formula described in Section 7.2.

The Company will be able to determine if any Market Value Compensation Amount attributable to the Tranche 2 Deferred Consideration Shares is payable to the Sellers on 8 November 2022. If there is no Market Value Compensation Amount to be paid to the Sellers, the Company will withdraw this Resolution 4. If there is a Market Value Compensation Amount to be paid to the Sellers in relation to the Tranche 2 Deferred Consideration Shares, then the Company may elect to

compensate the Sellers for the Market Value Compensation Amount through the issue of Additional Consideration Shares.

The Company is seeking Shareholder approval pursuant to Resolution 4 for the issue of up to 880,150 Shares as Additional Consideration Shares attributable to the Tranche 2 Deferred Consideration Shares for an estimated Market Value Compensation Amount of €1,694,287 (A\$3,080,522)⁴. If the actual Market Value Compensation Amount determined on 8 November 2022 exceeds this estimated value, then the additional amount will be satisfied by the Company either as a cash payment to the Sellers or the Company seeking Shareholder approval for the issue of these additional Shares.

At this stage, a determination has not yet been made by the Company as to whether the Sellers will be compensated by cash or equity in the event that the Market Value Compensation Amount becomes payable and any such determination will be made acting in the best interests of the Company. Shareholder approval is being sought for the Tranche 2 Additional Consideration Shares so that if such a decision is made to compensate the Sellers with an issue of Shares it can do so without the added cost associated with holding an additional meeting.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 7.3.

Resolution 4 seeks Shareholder approval to issue the Tranche 2 Additional Consideration Shares under and for the purposes of Listing Rule 7.1.

If Shareholder approval for Resolution 4 is obtained, the Company will be permitted to issue the Tranche 2 Additional Consideration Shares.

If Shareholder approval for Resolution 4 is not obtained, the Company will not be able to issue the Tranche 2 Additional Consideration Shares. As described in Section 7.2, if the Company is required to compensate the Sellers for a Market Value Compensation Amount and Shareholder approval for Resolution 4 is not obtained the Company will be required to satisfy the Market Value Compensation Amount as a cash payment.

The issue of any Deferred Consideration Shares (including Additional Consideration Shares) to Ramsgate B.V., a Seller Vendor and a company controlled by Mr van Hulst, a Director of the Company will be issued pursuant to Listing Rule 10.12, exception 10. Accordingly, the Company is only required to seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Additional Consideration Shares relating to the Acquisition, and not seek separate Shareholder approval under Listing Rule 10.11 for the issue of any consideration securities to Ramsgate B.V.

8.3 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Additional Consideration Shares the subject of Resolution 6:

- (a) the Tranche 2 Additional Consideration Shares will be issued to Sellers;
- (b) the maximum number of Shares to be issued is 880,150 Shares;
- (c) the Tranche 2 Additional Consideration Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the

⁴ Based on an assumed exchange rate of AUD1:EUR 0.55

Company's existing Shares and will rank equally in all respects with the Company's existing Shares on issue;

- (d) the Tranche 2 Additional Consideration Shares will be issued no later than 3 months after the date of the Meeting;
- (e) the issue price of the Tranche 2 Additional Consideration Shares will be based on the Market Price as at 8 November 2022, pursuant to the terms of the Share Purchase Agreement;
- (f) no funds will be raised from the issue of the Tranche 2 Additional Consideration Shares because they are being issued as part of the Market Value Compensation Amount in relation to the Tranche 2 Deferred Consideration Shares for the purchase by the Company of all of the issued share capital of OB Holding pursuant to the Share Purchase Agreement;
- (g) the Tranche 2 Additional Consideration Shares attributable to the Tranche 2 Deferred Consideration Shares will be issued pursuant to the terms of the Share Purchase Agreement as summarised in Sections 7.1 and 7.2; and
- (h) a voting exclusion statement is included in the Notice for Resolution 4.

8.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

9 RESOLUTION 5 – INCREASE IN NON-EXECUTIVE DIRECTORS' FEES

9.1 General

The aggregate cap on non-executive Directors fees was approved at the 2015 annual general meeting at the level of A\$700,000 per annum. Resolution 5 seeks Shareholder approval for the increase to this cap to take account of the growth of the business and the desire to broaden the geographical diversity of the non-executive directors. As noted, following Mr Bowen's imminent retirement from the Board, it is intended to appoint a replacement director from the northern hemisphere. Given both the average greater cost of non-executive directors from the northern hemisphere and the likelihood that future appointments may also be from this region, the Company is seeking an increase in the aggregate amount of fees available to be paid to non-executive Directors of A\$250,000 from the current A\$700,000 per annum to an aggregate amount of A\$950,000 per annum.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive Directors for the following reasons:

- (a) due to the need to attract high quality non-executive directors in the Company's key northern hemisphere operating markets where the associated remuneration levels are higher than those in Australia which has been the location of the Company's non-executive directors to date;
- (b) more generally to reflect the increased cost of non-executive Directors fees since the prior approval in 2015; and
- (c) to remunerate Directors appropriately for the expectations placed upon them by both the Company and the regulatory environment in which it operates.

This proposed level of permitted fees acts as a cap and does not mean that the Company will pay the entire amount approved as fees in each year. The Company has not and does not intend to increase the fees of any current Director for FY23. The increase in the cap provides the Company with the flexibility to appoint two northern hemisphere based non-executive directors over the coming periods as part of our board renewal.

The remuneration of each Director for the year ended 30 June 2022 is detailed in the Annual Report.

In accordance with Listing Rule 10.17 and article 6.5 of the Constitution, the Company must not increase the total amount of non-executive Directors' fees payable by it and any of its child entities without the approval of holders of its ordinary securities.

Listing Rule 10.17 also provides that the Notice must include the amount of the increase, the maximum amount that may be paid to the Directors as a whole, and a voting exclusion statement. Listing Rule 10.17 does not apply to the salary of an executive Director.

If Resolution 5 is passed, the Company will be able to proceed to increase the aggregate amount of fees available to be paid to non-executive Directors to an aggregate amount of A\$950,000 per annum.

If Resolution 5 is not passed, the Company will not be able to proceed to increase the aggregate amount of fees available to be paid to non-executive Directors which will remain at the current A\$700,000 per annum. This may limit the Company's ability to attract high quality non-executive directors to the Company.

Resolution 5 is an ordinary resolution.

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

9.2 Specific information required by Listing Rule 10.17

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

- (a) Shareholder approval is being sought to increase the fee pool by A\$250,000, which would increase the annual remuneration pool from A\$700,000 to A\$950,000;
- (b) subject to Shareholders approving Resolution 5, the maximum aggregate amount of Directors fees that may be paid to all of the Company's non-executive Directors will be A\$950,000 per annum;
- (c) in the last three years, the following securities have been issued to non-executive Directors under Listing Rule 10.11 or 10.14 (with Shareholder approval); and

Name	Number	Type of Transaction	Type of Security	Date of Issue
Michael Kay	4,346	Dividend Plan Allotment	Fully Paid Ordinary Shares	25/09/2020
	53,974	Non-Renounceable Rights Issue	Fully Paid Ordinary Shares	05/11/2019
Christine Feldmanis	471	Dividend Plan Allotment	Fully Paid Ordinary Shares	25/09/2020
	185	Dividend Plan Allotment	Fully Paid Ordinary Shares	20/03/2020
Karen Phin	4,010	Non-Renounceable Rights Issue	Fully Paid Ordinary Shares	05/11/2019
Michael Bowen	11,496	Dividend Plan Allotment	Fully Paid Ordinary Shares	25/09/2020
	8,124	Dividend Plan Allotment	Fully Paid Ordinary Shares	20/03/2020
	75,022	Non-Renounceable Rights Issue	Fully Paid Ordinary Shares	05/11/2019

- (d) a voting exclusion statement is included in the Notice for Resolution 5.

9.3 Board Recommendation

As the Directors are excluded from voting on this Resolution pursuant to the Listing Rules, the Directors decline to make a recommendation to Shareholders on this Resolution 5.

10 RESOLUTION 6 – APPROVAL OF INDEMNIFIED PERSONS' DEEDS OF INDEMNITY, INSURANCE AND ACCESS

10.1 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.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

10.2 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.

10.3 Summary of indemnity and insurance provisions in the Corporations Act

In considering Resolution 6, 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 6 complies 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.

10.4 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 a 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.

10.5 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6. 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 this Resolution.

11 RESOLUTION 7 – PROPORTIONAL TAKEOVER PROVISIONS

11.1 General

Resolution 7 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 14 February 2023 (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.

11.2 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.

11.3 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.

11.4 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.

11.5 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:

- (a) 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;
- (b) 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
- (c) 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.

11.6 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.

11.7 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.

11.8 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

The Chairperson intends to exercise all available proxies in favour of Resolution 7.

12 RESOLUTION 8 – SPILL RESOLUTION

12.1 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 Remuneration Report received a first Strike at the 2021 annual general meeting. If Resolution 8 receives a 'no' vote of 25% or more at the Meeting, this will constitute a second Strike and Resolution 8 will be voted on.

If 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 Company's Directors who were in office when this Resolution to approve the Directors' Report for the financial year ended 30 June 2022 was passed other than the Managing Director of the Company (**Spilled Directors**) will cease to hold office immediately before the end of the Spill Meeting but may stand for reappointment. Shareholders will vote on the reappointment of Spilled Directors 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 Directors or Spilled Directors who have the highest percentage of votes favouring appointment.

Resolution 8 is an ordinary resolution.

The Chairperson intends to exercise all available proxies against Resolution 8.

A voting exclusion statement is included in the Notice for Resolution 8.

12.2 Board recommendation

The Board recommends that Shareholders vote against Resolution 8.

Schedule 1 – Definitions

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

A\$ means Australian Dollars.

Acquisition has the meaning given in Section 7.1.

Additional Consideration Shares has the meaning given in Section 7.2.

AEDT means Australian Eastern Daylight Time.

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

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2022.

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.

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

Change of Control Event means where one of the following events has occurred or, in the opinion of the Board, will occur:

- (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, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the court, by order, approves the scheme of arrangement;
- (b) a Takeover Bid:
 - (i) is announced;
 - (ii) has become unconditional; and
 - (iii) the person making the Takeover Bid has a Relevant Interest in 50% or more of the Shares; or
- (c) any person acquires a Relevant Interest in 50.1% or more of the Shares by any other means.

Closely Related Party means

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Omni Bridgeway Limited ABN 45 067 298 088.

Completion Payment has the meaning given in Section 7.1(a).

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

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

Deed of Indemnity, Insurance and Access has the meaning given in Section 10.1.

Deferred Consideration has the meaning given in Section 7.1(b).

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.

EPV means estimated portfolio value.

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.

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 10.1.

Insurance Run Off Period has the meaning given in Resolution 6.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

LTIP means the long term incentive plan of the Company.

Market Value means the daily volume-weighted average sale price of a Share on ASX (and/or if the Company is listed on another recognised public stock exchange, then the daily volume-weighted average sale price of a Share on all such exchanges) over the period starting on the beginning of the trading day which is 30 (thirty) trading days prior to the applicable Payment Date and ending at the end of the trading day which is 10 (ten) trading days prior to applicable Payment Date.

Market Value Compensation Amount has the meaning given in Section 7.2.

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.

OB Holding means Omni Bridgeway Holding B.V.

OB Investment means Omni Bridgeway Investment B.V.

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.

Online Platform means the online meeting platform available at <https://meetnow.global/MDPC2NA>.

Option means an option to acquire a Share.

Payment Date has the meaning given in Section 7.1(b).

Performance Rights means a performance right which converts into a Share on satisfaction of a specified milestone.

Proportional Takeover Provisions has the meaning given in Section 11.1.

Proxy Form means the proxy form attached to the Notice.

Relevant Interest has the meaning given in the Corporations Act.

Remuneration Committee means the remuneration committee of the Board as established from time to time.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report in respect to the financial year ended 30 June 2022.

Resolution means a resolution detailed in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

Sellers means VenturesOne B.V., Benchmark Capital Trust B.V., Ramsgate B.V., Oldenstein Holding B.V., Fountain Ventures B.V. and Cornwall B.V.

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

Share Purchase Agreement means the share purchase agreement between the Company, IMF Bentham B.V. and the Sellers dated 15 October 2019 (as amended and restated on 7 November 2019).

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 12.1.

Spill Resolution has the meaning given in Section 12.1.

Spilled Directors has the meaning given in Section 12.1.

STIP means short term incentive plan of the Company.

Strike has the meaning given in Section 5.

Takeover Bid has the meaning given in section 9 of the Corporations Act.

Tranche 1 Deferred Consideration has the meaning given in Section 7.1(b).

Tranche 2 Deferred Consideration has the meaning given in Section 7.1(b).

Variable Deferred Consideration has the meaning given in Section 7.1(c).

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

Schedule 2 - Indemnified Persons

1. Maarten van Luyn
2. Wieger Wielinga
3. Michiel Jenniskens
4. Marjolein van den Bosch
5. Kees de Visser
6. Jurrian Braat
7. Jeremy Marshall
8. Hannah van Roessel
9. Dina Komor
10. Oscar Van Rossum du Chattel
11. Marijn Flinterman
12. Gracey Campbell
13. Chris Huish
14. Alistair Morgan
15. Ewen McNee
16. Cara Ofri
17. Oliver Gayner
18. Guillaume Leger

Schedule 3 – Proportional Takeover Bid Approval

1 DEFINITIONS

In this Schedule:

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

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

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.

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

For your proxy appointment to be effective it must be received by **9:30am (AEDT) on Monday, 28 November 2022.**

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 and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: 181617**

For Intermediary Online subscribers (custodians) go to 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 The Fullerton Hotel, 1 Martin Place, Sydney, NSW 2000 and as a virtual meeting on Wednesday, 30 November 2022 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, 5, 6 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, 6 and 8 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 Resolution 8 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.

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, 5, 6 and 8 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		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6	<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 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Tranche 2 Deferred Consideration to the Sellers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 4	Issue of Tranche 2 Additional Consideration Shares to the Sellers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 5	Increase in Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Contingent Business

PLEASE NOTE: Item 8 will only be considered at the Meeting if the condition described in the Notice of Annual General Meeting is satisfied.

The Board recommends you vote against Resolution 8:

Resolution 8 Spill Resolution

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
Sole Director & Sole Company Secretary	Director	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



ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Filter' field. Select and click on the displayed meeting.

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

or To register as a guest

Select 'Guest' and enter your details.



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

The screenshot shows the top navigation bar with 'Broadcast' selected. Below it, the user's name 'MR JOHN CITIZEN' and '500 Votes' are displayed. There are 'Clip' and 'Slides' buttons. The main area shows a video player with a slide titled 'Corporate Responsibility highlights'.



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

The screenshot shows the 'Vote' tab selected. Under 'Items of Business', there are two items: '2A Re-elect Mr John Brown as a Director' and '2B Re-elect Mr Peter Nolan as a Director'. Each item has three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'.



Q & A

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.

The screenshot shows the 'Q & A' tab selected. There is a text input field with the placeholder 'Your questions(s)'. Below it, a dropdown menu is open showing '3 Adoption of Remuneration Report'. At the bottom, there is another text input field with the placeholder 'Enter your question here' and a 'Send' button. A character count '24 character(s)' is visible.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.

The screenshot shows the 'Documents' tab selected. It displays a list of documents: 'Notice of Meeting' and 'Online User Guide'.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.