

Compulsory Sale of Shares held by US Retail Shareholders

Summary

- **Compulsory Sale of Shares held by US Retail Shareholders**

Omni Bridgeway Limited (**Omni Bridgeway** or **Company**) refers to its notice of general meeting dated 13 January 2020 (**Notice of Meeting**) which outlined the Company's recommendation to remove a US statutory impediment to the Company's on-going ability to access the US wholesale capital markets by adding constitutional powers for the Company to effect the compulsory sale of shares held by, or for the benefit of, US retail shareholders.

Shareholders approved the amendments to the constitution on 14 February 2020. As a precursor to exercising the constitutional powers, Omni Bridgeway requested that ASX apply a Foreign Ownership Restriction (**FOR**) on its Shares. This designation was implemented by ASX on 23 December 2020 and is intended to prevent future US retail shareholders acquiring interests in Shares. US wholesale shareholders are unaffected by this change.

The Company today announces that, in accordance with the powers in its constitution, it intends to effect the compulsory sale (**Compulsory Sale**) of Omni Bridgeway shares (**Shares**) held by or for the account or benefit of any person:

- who is domiciled in the United States; and
- who is not a "qualified purchaser" (as defined in section 2(a)(51) of the US Investment Company Act of 1940 (US Investment Company Act)) or a "knowledgeable employee" (as defined in Rule 3c-5 under the US Investment Company Act) of Omni Bridgeway.

Such persons are referred to as **US Retail Shareholders**.

To provide further background, under the US Investment Company Act, due to Omni Bridgeway's investments and participations in its funds being characterised as investments in "securities", the Company could be prevented from having future access to the US capital markets if it continued to have US Retail Shareholders.

Omni Bridgeway has a number of US institutional investors and it is important to the Company to maintain its ability to access the US capital markets both for existing and potential future institutional holders. The completion of the Compulsory Sale will enable this access to continue.

Shares held by US Retail Shareholders will be compulsory transferred to a sale nominee and sold on market. The proceeds ultimately received for the transfer will be the average sale price achieved by the sale nominee per Share (less the applicable brokerage cost & GST) of all Shares sold through the Compulsory Sale over a 3-day period, expected to be from 4 March 2021* to 8

March 2021* (or such other period as may be necessary) (**Sale Price**). The Shares of US Retail Shareholders on the Notification Date will be transferred to a sale nominee and sold on market, with the Sale Price being paid to the relevant US Retail Shareholders.

Key dates

A summary of the key dates in respect of the Compulsory Sale are as follows:

Event	Date*
Announcement of Compulsory Sale to ASX	11 January 2021
Compulsory Sale Notice distributed to US Retail Shareholders	11 January 2021
Notification Date for determining US Retail Shareholders	24 February 2021 at 5.00pm (AWST)
Transfer of Shares to the sale nominee	3 March 2021
Sale of Shares by the Compulsory Sale	4 March 2021 – 8 March 2021
Payment made to US Retail Shareholders divested through the Compulsory Sale	11 March 2021

**The above timetable is indicative only and remains subject to change. Omni Bridgeway reserves the right to update the dates in the above timetable at its discretion and without further notice, subject to the ASX Listing Rules, Corporations Act and the provisions of its Constitution.*

A copy of the documentation being sent to shareholders whom the Company currently considers are or may be a US Retail Shareholder is attached to this announcement.

Authorised by the Disclosure Committee

Media/Further information: **Marella Gibson**
Chief Marketing Officer – Australia and Asia
Omni Bridgeway Limited: +61 8223 3517

11 January 2021

Notice of Compulsory Sale of Shares (Compulsory Sale Notice)

Dear Sir/Madam,

1. Introduction

Omni Bridgeway Limited (**Omni Bridgeway** or **Company**) refers to its notice of general meeting dated 13 January 2020 (**Notice of Meeting**) which outlined the Company's proposal to update its constitution to provide the necessary powers to enable Omni Bridgeway to require the compulsory sale of shares in the Company held by, or for the benefit of, US retail shareholders. Shareholders approved the amendments to the constitution and the Company today announced that it intends to exercise these powers for the compulsory sale (**Compulsory Sale**) of Omni Bridgeway shares (**Shares**) held by or for the account or benefit of any person:

- who is domiciled in the United States; and
- who is not a "qualified purchaser" (as defined in section 2(a)(51) of the US Investment Company Act of 1940 (**US Investment Company Act**)) or a "knowledgeable employee" (as defined in Rule 3c-5 under the US Investment Company Act) of Omni Bridgeway.

Such persons are referred to as **US Retail Shareholders**.

As detailed in the Notice of Meeting, due to Omni Bridgeway's investments and participations in its funds being characterised as investments in "securities", if Omni Bridgeway continues to have US Retail Shareholders, it could be prevented from having future access to the US capital markets due to restrictions under the US Investment Company Act.

Omni Bridgeway has a number of US institutional investors and it is important to the Company to maintain its ability to access both existing and potential future institutional holders. The completion of the Compulsory Sale will remove the potential impediment to accessing the US wholesale market under the US Investment Company Act.

If you have received this Compulsory Sale Notice, the Company's records indicate that you either are or may be a US Retail Shareholder. You have the opportunity to provide a US Investor Certificate (which accompanies this Compulsory Sale Notice) to the Company confirming that you are not a US Retail Shareholder prior to 5.00pm (AWST) on 24 February 2021 (**Notification Date**). If you are a custodian who is holding Shares for the benefit or account of a US Person who is not a US Retail Shareholder, please complete the US Investor Certificate indicating the number of Shares held on behalf of non-US Retail Shareholders. Following the Notification Date, if Omni Bridgeway determines that you are a US Retail Shareholder, either in respect of all or some of your holding of Shares, those Shares will be compulsory transferred to a sale nominee and sold on market. The proceeds ultimately received for the transfer will be the average sale price per Share (less the

applicable brokerage cost & GST) of all Shares sold through the Compulsory Sale over a 3-day period, expected to be from 4 March 2021* to 8 March 2021* (or such other period as may be necessary) (**Sale Price**).

The Sale Price will be paid to the relevant US Retail Shareholders, in cash, in Australian dollars, in accordance with the payment information recorded against your securityholding.

2. Key dates

A summary of the key dates in respect of the Compulsory Sale are as follows:

Event	Date*
Announcement of Compulsory Sale to ASX	11 January 2021
Compulsory Sale Notice distributed to US Retail Shareholders	11 January 2021
Notification Date for determining US Retail Shareholders	24 February 2021 at 5.00pm (AWST)
Transfer of Shares to the sale nominee	3 March 2021
Sale of Shares by the Compulsory Sale	4 March 2021 – 8 March 2021
Payment made to US Retail Shareholders divested through the Compulsory Sale	11 March 2021

**The above timetable is indicative only and remains subject to change. Omni Bridgeway reserves the right to update the dates in the above timetable at its discretion and without further notice, subject to the ASX Listing Rules, Corporations Act and the provisions of its Constitution*

3. Compulsory Sale under Constitution

The Constitution of Omni Bridgeway authorises the directors of Omni Bridgeway (**Directors**) to effect the compulsory transfer of Shares held by any US Retail Shareholders who do not otherwise dispose of their Shares.

A US Retail Shareholder is a shareholder, or person who holds Shares for the account or benefit of a person, who is a **"US Person"** (as defined in Rule 902(k) of Regulation S under the US Securities Act of 1933) who is not a (i) "qualified purchaser" (as defined in section 2(a)(51) of the US Investment Company Act) (**Qualified Purchaser**) or (ii) "knowledgeable employee" (as defined in Rule 3c-5 under the US Investment Company Act) of Omni Bridgeway (**Knowledgeable Employee**).

The definitions of "US Person" and "Qualified Purchaser" are set out in the US Investor Certificate included in this Compulsory Sale Notice.

Omni Bridgeway is currently undertaking an analysis of its share register, which will involve carrying out a detailed beneficial ownership tracing process to identify US Retail Shareholders.

You have received this Compulsory Sale Notice because Omni Bridgeway's records indicate that you either are or may be a US Retail Shareholder.

If your circumstances have changed since the date of this Compulsory Sale Notice, or if you believe that you are **not** a US Retail Shareholder, **it is important** that you provide Omni Bridgeway **before 5.00pm (AWST) on 24 February 2021** with a US Investor Certificate confirming that you are not a US Retail Shareholder, so that your Shares can be excluded from the Compulsory Sale before they are transferred to the sale nominee on 3 March 2021 (**Transfer Date**). If you are a custodian who is holding Shares for the benefit or account of a US Person who is not a US Retail Shareholder, please complete the US Investor Certificate indicating the number of Shares held on behalf of non-US Retail Shareholders.

Omni Bridgeway will use the results of its share register analysis, and any US Investor Certificates it receives, to make a final determination, in accordance with the provisions of its Constitution, as to who is a US Retail Shareholder for the purposes of the Compulsory Sale.

Omni Bridgeway is using all reasonable endeavours to accurately identify all existing US Retail Shareholders. However, it is your responsibility to provide the relevant information to Omni Bridgeway to confirm your current position. Omni Bridgeway does not accept any liability in respect of Shares which are sold through the Compulsory Sale due to any failure on your part to take the appropriate action in relation to your Shares. Please refer to paragraph 5 below for details of options available to you in respect of the Compulsory Sale (including how to confirm to Omni Bridgeway that you are not a US Retail Shareholder).

If, after its share register analysis, Omni Bridgeway determines that you are not a US Retail Shareholder, then you may disregard this Compulsory Sale Notice and your Shares will be excluded from the Compulsory Sale without further notice.

4. Information Materials

You have received, attached to this Compulsory Sale Notice, the following information materials in relation to the Compulsory Sale:

- a US investor certificate (**US Investor Certificate**) which will need to be completed and returned to Link in accordance with the instructions in paragraph 5 if you wish to certify that you are **not** a US Retail Shareholder; and
- a Q&A form detailing key information and details of the Compulsory Sale.

5. If you are NOT a US Retail Shareholder

If you are not a US Retail Shareholder please confirm this in writing to Omni Bridgeway

If you believe you are **not** a US Retail Shareholder, please complete the attached US Investor Certificate and return it to Link either by email (OBLCompulsorySale@linkmarketservices.com.au) or by post to Omni Bridgeway Limited – Compulsory Sale, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia, by the Notification Date (5.00pm (AWST) on 24 February 2021).

Further information on what exemptions are available from being classified as a US Retail Shareholder are outlined in the attached US Investor Certificate.

If you do nothing and are determined by the Company to be a US Retail Shareholder

The Constitution of Omni Bridgeway authorises the directors of Omni Bridgeway (**Directors**) to effect the compulsory transfer of Shares held by any US Retail Shareholders who do not otherwise dispose of their Shares.

To the extent Omni Bridgeway determines that you are a US Retail Shareholder, this letter constitutes notice from Omni Bridgeway for the purpose of Article 14(d)(ii) of the Constitution of Omni Bridgeway.

Shares of shareholders determined by the Company to be US Retail Shareholders will be compulsorily transferred to the sale nominee and sold in accordance with the provisions of the Constitution of Omni Bridgeway and the Sale Price will be paid to the relevant US Retail Shareholder less applicable brokerage costs & GST. The cash proceeds you receive will be calculated by multiplying the Sale Price by the number of your Shares that are sold through the Compulsory Sale, rounded down to the nearest cent.

To facilitate the Compulsory Sale, if any Shares remain in a CHESS holding for you on the Notification Date (5.00pm (AWST) on 24 February 2021), Omni Bridgeway will (to the extent you are determined to be a US Retail Shareholder), after this time, without any further notice to you, move those Shares from that CHESS holding to an issuer sponsored holding for the purpose of transfer to the sale nominee and sale through the Compulsory Sale.

6. Important Information

In order to ensure compliance with the US Investment Company Act following completion of the Compulsory Sale, Omni Bridgeway requested that ASX apply a Foreign Ownership Restriction (**FOR**) on its Shares. This FOR designation was implemented by ASX on 23 December 2020 and restricts US Retail Shareholders from holding or purchasing Shares of Omni Bridgeway on ASX unless they are Qualified Purchasers or Knowledgeable Employees.

Omni Bridgeway makes no recommendation as to whether you should elect to sell your Shares prior to the Notification Date. This Compulsory Sale Notice does not constitute advice and is not a recommendation to buy, hold or sell Shares.

The market price of Shares is subject to change from time to time. The Sale Price may be more or less than the market price of Shares at the time of sale. Information on the price of Shares can be obtained through the ASX website (www.asx.com.au) by looking up Omni Bridgeway's code: "OBL".

Omni Bridgeway has sought technical relief from ASIC from certain provisions of the *Corporations Act 2001* (Cth) to complete the Compulsory Sale. It is expected that the relief will be granted. In the event ASIC declines to grant the relief, Omni Bridgeway may reconsider the Compulsory Sale and will provide a further update at such time.

7. Further Information

Shareholders who are concerned that Omni Bridgeway may not have their current contact details or payment instructions or who would like more information about the Compulsory Sale should contact Link by email at OBLCompulsorySale@linkmarketservices.com.au or call 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) (Monday to Friday, 8:00am to 5.00pm Sydney time, excluding public holidays).

Alternatively, Shareholders may contact the Company Secretary on +61 8 9225 2300.

Yours sincerely

Mr Jeremy Sambrook
Company Secretary
Omni Bridgeway Limited

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**Omni Bridgeway
U.S. Investor Certificate**

Registered Holder Name _____

Holder ID (SRN/HIN) _____

If the Registered Holder is a custodian or nominee, it is completing this U.S. Investor Certificate with respect to the following number of Shares and persons:

Number of Shares: _____

Name of beneficial holder(s): _____

The undersigned makes this certificate in connection with a beneficial holding of Shares of Omni Bridgeway Limited. By ticking the appropriate box below, the undersigned certifies that the undersigned:

- is **not** a U.S. Person (as defined in Rule 902(k) under the U.S. Securities Act of 1933 and which is attached for convenience); **or**
- is a U.S. Person and is a:
 - "qualified purchaser" (as defined in section 2(a)(51) of the U.S. Investment Company Act of 1940 and which is attached for convenience); or
 - "knowledgeable employee" (as defined in Rule 3c-5 under the US Investment Company Act) of Omni Bridgeway.

Signature of Individual
(if beneficial holder is an individual)_____
Authorised signatory
(if beneficial holder is not an individual)_____
Name of beneficial holder (**please print**)_____
Name of authorised signatory (**please print**)
(if beneficial holder is not an individual)_____
Official capacity of authorised signatory (**please print**)

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Definition of "U.S. Person"

A "U.S. Person" has the meaning given in Rule 902(k) of Regulation S under the U.S. Securities Act of 1933.

1. **"U.S. Person"** means:
 - any natural person resident in the United States;
 - any partnership or corporation organised or incorporated under the laws of the United States;
 - any estate of which any executor or administrator is a U.S. person;
 - any trust of which any trustee is a U.S. person;
 - any agency or branch of a foreign entity located in the United States;
 - any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
 - any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States; and
 - any partnership or corporation if:
 - organised or incorporated under the laws of any foreign jurisdiction; and
 - formed by a U.S. person principally for the purpose of investing in securities not registered under the U.S. Securities Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the U.S. Securities Act) who are not natural persons, estates or trusts.

2. The following are not **"U.S. Persons"**:
 - any discretionary or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organised, incorporated, or (if an individual) resident in the United States;
 - any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if:
 - an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and
 - the estate is governed by foreign law;
 - any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;
 - an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
 - any agency or branch of a U.S. person located outside the United States if:
 - the agency or branch operates for valid business reasons; and
 - the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and
 - the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organisations, their agencies, affiliates and pension plans.

Definition of "Qualified Purchaser"

Under section 2(a)(51) of the US Investment Company Act of 1940, the term "qualified purchaser" means:

- any natural person with not less than US\$5 million in investments;
- any company or trust with not less than US\$5 million in investments that is owned by close family members;
- any person, acting for its own account or the accounts of other qualified purchasers, who in the aggregate owns and invests on a discretionary basis not less than US\$25 million in investments; and
- any trust, not formed for the investment, with not less than US\$5 million in investments where the trustee and each person who has contributed assets to the trust is a person described in one of the above categories.

The term "investments" generally means the following:

- securities, including stocks, bonds and notes, other than securities of an issuer that is under common control with the qualified purchaser;
- real estate held for investment purposes;
- commodity futures contracts, options or commodity futures and options on physical commodities traded on a contract market or board of trade, held for investment purposes;
- physical commodities (e.g., gold and silver), with respect to which futures contracts are traded on a contract market or board of trade, held for investment purposes;
- financial contracts (e.g., swaps and similar individually negotiated financial transactions), other than securities, held for investment purposes;
- for an investment company or a commodity pool, any binding capital commitments; and
- cash and cash equivalents held for investment purposes. Neither cash used by an individual to meet everyday expenses nor working capital used by a business is considered cash held for investment purposes.

The full statutory provision of section 2(a) of the Investment Company Act, including the definition of "qualified purchaser", is set forth in the following link:

<https://www.law.cornell.edu/uscode/text/15/80a-2>

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**OMNI
BRIDGEWAY**

Compulsory Sale
Questions and Answers

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<p>What is the Compulsory Sale?</p>	<p>The Constitution of Omni Bridgeway authorises the directors of Omni Bridgeway to effect the compulsory transfer of Shares held by any US Retail Shareholders.</p> <p>You have received this Compulsory Sale Notice because Omni Bridgeway's records indicate that you either are or may be a US Retail Shareholder. Omni Bridgeway will use the results of its share register analysis, and any US Investor Certificates it receives, to make a final determination, in accordance with the provisions of its Constitution, as to who is a US Retail Shareholder for the purposes of the Compulsory Sale. If, after this analysis, Omni Bridgeway determines that you are not a US Retail Shareholder, then you may disregard this Compulsory Sale Notice and your Shares will be excluded from the Compulsory Sale.</p> <p>However, to the extent Omni Bridgeway determines that you are a US Retail Shareholder, and you do not:</p> <ol style="list-style-type: none"> (1) return a correctly completed US Investor Certificate to Link certifying that you are not a US Person or are a Qualified Purchaser or Knowledgeable Employee; or (2) otherwise dispose of your Shares, <p>before 5.00pm (AWST) on 24 February 2021, your Shares will be sold and you will be paid the average sale price per Share (less the applicable brokerage cost & GST) over a 3-day period, expected to be from 4 March 2021* to 8 March 2021*, with proceeds paid on or around 11 March 2021.</p> <p>Omni Bridgeway is using all reasonable endeavours to accurately identify all US Retail Shareholders. However, it is your responsibility to provide a completed US investor Certificate (if applicable) to Omni Bridgeway to advise otherwise in respect to your current position.</p> <p>If you believe that you are not a US Retail Shareholder, it is important that you provide Omni Bridgeway before 5.00pm (AWST) on 24 February 2021 with a US Investor Certificate confirming that you are not a US Retail Shareholder, so that your Shares can be excluded from the Compulsory Sale before they are transferred to the sale nominee on 3 March 2021. Omni Bridgeway does not accept any liability in respect of Shares which are sold through the Compulsory Sale due to any failure on your part to take the appropriate action in relation to your Shares.</p>
<p>What is a US Retail Shareholder?</p>	<p>A US Retail Shareholder is a shareholder who holds Shares, or who holds Shares for the account or benefit of any person, that is a "US Person" (as defined in Rule 902(k) of Regulation S under the US Securities Act of 1933) who is not a (i) "qualified purchaser" (as defined in section 2(a)(51) of the US Investment Company Act) (Qualified Purchaser) or (ii) "knowledgeable employee" (as defined in Rule 3c-5 under the US Investment Company Act) of Omni Bridgeway (Knowledgeable Employee).</p> <p>The definitions of "US Person" and "Qualified Purchaser" are set out in the US Investor Certificate included in the Compulsory Sale Notice.</p>
<p>I am not a US tax resident, do my Shares need to be sold?</p>	<p>The Compulsory Sale is seeking to remove all US Retail Shareholders from the Omni Bridgeway share register. To fall into the definition of a US Retail Shareholder you need to be a US Person who is not a Qualified</p>

	<p>Purchaser or Knowledgeable Employee. Please refer to the US Investor Certificate for further information.</p> <p>If you believe you are not a US Retail Shareholder, you should complete the US Investor Certificate included in the Compulsory Sale Notice and return it to Link by email (OBLCompulsorySale@linkmarketservices.com.au) or by post to Omni Bridgeway Limited – Compulsory Sale, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia, before the Notification Date (5.00pm (AWST) on 24 February 2021).</p> <p>Your tax residency is a separate matter and is not relevant in determining whether you are a US Retail Shareholder.</p>
<i>What can I do if I am not a US Retail Shareholder?</i>	<p>If you believe you are not a US Retail Shareholder, please complete the US Investor Certificate and return it to Link by email (OBLCompulsorySale@linkmarketservices.com.au) or by post to Omni Bridgeway Limited – Compulsory Sale, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia, before the Notification Date (5.00pm (AWST) on 24 February 2021).</p>
<i>Can I buy more Shares to be sold in the Compulsory Sale?</i>	<p>No, if you are a US Retail Shareholder you cannot purchase more Shares in Omni Bridgeway. As of 23 December 2020, a FOR restriction was placed on the Omni Bridgeway securities that precludes US Retail Shareholders from purchasing these securities on market.</p>
<i>When will the Compulsory Sale occur?</i>	<p>Shares of those persons determined by Omni Bridgeway to be US Retail Shareholders on the Notification Date (5.00pm (AWST) on 24 February 2021), will be transferred to the sale nominee on or around 3 March 2021.</p> <p>The sale by the nominee will be concluded over a 3-day period, expected to be from 4 March* 2021 to 8 March 2021* (or such other period as may be necessary).</p>
<i>What price will I get for my Shares if they are sold through the Compulsory Sale?</i>	<p>If your Shares are sold through the Compulsory Sale, you will receive the average sale price per Share (less applicable brokerage costs & GST) sold through the Compulsory Sale over a 3-day period, expected to be from 4 March 2021* to 8 March 2021* (or such other period as may be necessary).</p>
<i>How will you pay me the proceeds?</i>	<p>If you have provided an Australian bank account for your Omni Bridgeway securityholding, the proceeds will be paid into this account by Australian Dollar direct deposit.</p> <p>If there is no bank account for your securityholding you will be posted an Australian dollar cheque.</p> <p>Your bank account can be updated online or contact us for more information:</p> <ul style="list-style-type: none"> • Online via the Investor Centre – www.linkmarketservices.com.au • 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) between 8.00am and 5.00pm (Sydney time) (excluding public holidays). <p>US Retail Shareholders should ensure their payment information is up to date before 5.00pm (AWST) on 24 February 2021.</p>

<p>When will I receive the proceeds from the Compulsory Sale?</p>	<p>The proceeds will be paid to you on or around 11 March 2021*.</p>
<p>If I change my address will my Shares still participate in the Compulsory Sale?</p>	<p>If you change your address and believe that you are no longer a US Person you will need to complete the US Investor Certificate and return it to Link by email (OBLCompulsorySale@linkmarketservices.com.au) or by post to Omni Bridgeway Limited – Compulsory Sale, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia, before the Notification Date of 5.00pm (AWST) on 24 February 2021. If Omni Bridgeway is satisfied that you are not a US Retail Shareholder, your Shares will be excluded from the Compulsory Sale.</p>
<p>What are the tax implications if I sell my Shares?</p>	<p>Tax outcomes will vary depending on your own personal tax situation. Please contact your accountant, financial adviser or other qualified professional for further information specific to your personal tax circumstances.</p>
<p>Why have I been sent a US Investor Certificate?</p>	<p>Based on analysis completed by Omni Bridgeway, you have been identified as either a US Person, or a custodian, nominee or trustee who may hold Shares for the account or benefit of a US Person, on the Omni Bridgeway share registry. The purpose of the Compulsory Sale is to remove all US Retail Shareholders from the Omni Bridgeway register.</p> <p>If you do not believe you are a US Retail Shareholder (either because you (or the person on whose account or benefit you hold Shares) are not a US Person or are a Qualified Purchaser or a Knowledgeable Employee of Omni Bridgeway), then please complete the US Investor Certificate and return it to Link prior to 24 February 2021.</p> <p>The definitions of “US Person” and “Qualified Purchaser” are set out in the US Investor Certificate included in the Compulsory Sale Notice.</p>
<p>Will I continue to receive distributions from Omni Bridgeway if my Shares are sold through the Compulsory Sale?</p>	<p>No. Once the Compulsory Sale is completed, you will no longer be eligible to receive distributions from Omni Bridgeway, save to the extent that you were a shareholder on the record date for any distribution announced prior to the Transfer Date.</p>
<p>Am I entitled to a dividend if one is declared prior to the Compulsory Sale?</p>	<p>If you are a shareholder on the record date for any distribution announced prior to the Transfer Date you will be entitled to receive such distribution notwithstanding your disposal of the Shares which will be transferred <i>ex-dividend</i>.</p>
<p>I hold Shares as custodian or nominee. Why have I been sent the Compulsory Sale Notice?</p>	<p>You have been sent a Compulsory Sale Notice because Omni Bridgeway's records show that you hold Shares as a trustee, custodian or nominee.</p> <p>As noted above, Omni Bridgeway is currently undertaking a detailed beneficial ownership tracing process to determine whether the underlying beneficial holder of Shares held by custodians, nominees or trustees are US Retail Shareholders whose Shares are eligible to fall within the Compulsory Sale.</p> <p>If you believe you are holding Shares for the benefit or account of a US Person who is in fact a Qualified Purchaser or a Knowledgeable Employee of Omni Bridgeway, and you believe that your Shareholding (in whole or in part) should not therefore fall within the Compulsory Sale,</p>

	<p>please complete the US Investor Certificate indicating on the certificate the number of Shares held on behalf of a Qualified Purchaser or a Knowledgeable Employee of Omni Bridgeway and return it to Link prior to 24 February 2021.</p>
<p><i>If Shares I hold as custodian for an underlying US Retail Shareholder are transferred or sold prior to the Notification Date, will my Shares still participate in the Compulsory Sale?</i></p>	<p>Unless you notify Omni Bridgeway that the underlying US Retail Shareholder's Shares have been transferred or sold prior to the Notification Date by returning a US Investor Certificate by email (OBLCompulsorySale@linkmarketservices.com.au) or post to Omni Bridgeway Limited – Compulsory Sale, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia, indicating on the certificate the number of Shares held on behalf of a Qualified Purchaser or a Knowledgeable Employee of Omni Bridgeway, Shares equal to the number of Shares formerly held by the underlying US Retail Shareholder will be sold through the Compulsory Sale.</p>

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