

Rectification Completed

Omni Bridgeway Limited (**Omni Bridgeway** or **Company**) refers to its announcements dated 9 April 2024 “Rectification of Auditor Appointment” and 10 April 2024 “Court Hearing Confirmed” and confirms the receipt of orders under the Corporations Act 2001 (Cth) granted in the Supreme Court of Western Australia (**Court**) on 12 April 2024 in relation to the validation of the appointment of the Company’s auditor, BDO, and the cleansing notices released upon the issuance of shares in the intervening period from 30 November 2021.

The orders issued by the Court are attached.

This announcement is authorised by the Disclosure Committee.

INVESTOR ENQUIRIES:

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IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/58/2024

EX PARTE:
**OMNI BRIDGEWAY LIMITED (ACN 067 298
088)**

First Plaintiff

**ORDERS OF JUSTICE HILL
MADE ON 12 APRIL 2024**

**UPON APPLICATION of the plaintiff by originating process dated 10 April 2024
AND UPON HEARING Ms C E McKay of counsel for the plaintiff IT IS
ORDERED THAT:**

1. Pursuant to s 1322(4)(a) of the Corporations Act 2001 (Cth) (Act), it is declared that the appointment of BDO Audit (WA) Pty Ltd (BDO) as auditor of the plaintiff from 30 November 2021 is not invalid by reason of:
 - (a) the failure of the plaintiff to comply with s 327B(1)(b) of the Act by not having BDO's appointment approved at the 2021, 2022 or 2023 annual general meetings of the plaintiff;
 - (b) the failure of any directors of the plaintiff to comply with s 327C(1) of the Act by not appointing an auditor of the plaintiff within one month following the 2021, 2022 or 2023 annual general meetings of the plaintiff;
 - (c) the failure of the plaintiff and/or its directors and officers to comply with s 328B of the Act;
 - (d) any failure of the plaintiff to comply with s 301(1) of the Act by not having any financial report audited by a properly appointed auditor for the financial years ending 30 June 2022 and 30 June 2023;
 - (e) any failure of the plaintiff to comply with s 302 of the Act by not having any half year financial report audited by a properly appointed auditor for the financial half years ending 31 December 2021, 31 December 2022 or 31 December 2023; and
 - (f) any failure of the plaintiff to comply with s 314(1) of the Act by not providing to members a financial report audited by a properly appointed auditor for the 2022 or 2023 financial years,

and the plaintiff and its directors and/or officers (as the case may be) are deemed to have complied with those requirements.

2. Pursuant to s 1322(4)(a) of the Act, it is declared that:
 - (a) by reason of order 1 above, the notices given under s 708A(5)(e) of the Act set out in Annexure A to these orders were effective when given; and

- (b) any offer for sale or sale of the securities of the plaintiff referred to in Annexure A to these orders during the period from their respective dates of issue to the date of these orders (inclusive), is not invalid by reason of:
 - (c) any alleged failure of the notices given under s 708A(5)(e) of the Act to exempt the sellers from the obligation of disclosure under the Act; and
 - (d) any consequent failure by the sellers of the securities to comply with s 707(3) of the Act.
3. As soon as reasonably practicable, the plaintiff is to serve a sealed copy of these orders on:
- (a) the Australian Securities and Investments Commission;
 - (b) the plaintiff's former auditor, Ernst & Young; and
 - (c) the plaintiff's current auditor, BDO.
4. As soon as is reasonably practicable, the plaintiff is to publish an announcement to the Australian Securities Exchange in which a copy of these orders is included.
5. For a period of 28 days from the date of these orders, any person who claims to have suffered substantial injustice or is likely to suffer substantial injustice by the making of any or all of these orders has liberty to apply to vary or to discharge them within that period.
6. There be no order as to costs.



BY THE COURT
THE HONOURABLE JUSTICE J HILL

ANNEXURE A

No	Security types	Date of Issue	Cleansing Notice	Number issued	Basis for issue	Receiving entity
1.	Fully Paid Ordinary Shares	22 February 2022	s708A	3,658,825	Shares issued as the second tranche of variable deferred consideration pursuant to the share purchase agreement for the acquisition of 100% of the issued capital in Omni Bridgeway Holding B.V.	Vendors of Omni Bridgeway Holding B.V.
2.	Fully Paid Ordinary Shares	30 August 2022	s708A	2,768,359	Shares issued upon vesting of FY20 Performance Rights issued to employees as a long term incentive	Trustee of Omni Bridgeway Employee Share Trust
3.	Fully Paid Ordinary Shares	7 December 2022	s708A	7,755,446	Shares issued as the third tranche of variable deferred consideration and the second and final tranche of deferred consideration pursuant to the share purchase agreement for the acquisition of 100% of the issued capital in Omni Bridgeway Holding B.V.	Vendors of Omni Bridgeway Holding B.V.
4.	Fully Paid Ordinary Shares	4 September 2023	s708A	1,781,442	Shares issued upon vesting of FY21 Performance Rights issued to employees as a long term incentive	Trustee of Omni Bridgeway Employee Share Trust
5.	Fully Paid Ordinary Shares	29 January 2024	s708A	2,074,453	Shares issued as the fourth tranche of variable deferred consideration pursuant to the share purchase agreement for the acquisition of 100% of the issued capital in Omni Bridgeway Holding B.V.	Vendors of Omni Bridgeway Holding B.V.