

# Corporate Governance Manual

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*Chair of the Omni Bridgeway Limited Corporate Governance Committee*

Dear Stakeholder

Our Company's heritage was built on the desire to increase access to justice, particularly for the small and impecunious claimant.

While the Company has grown to become a leading, global provider of funding and specialised skills for litigation, arbitration and enforcement processes, our core values still reflect the principles of fairness, transparency and acting ethically and responsibly that characterised our beginnings.

Community expectations around corporate behaviour are continuing to evolve and the ASX has reflected this in the ASX Corporate Governance Principles and Recommendations (4th Edition).

Omni Bridgeway considers that having a strong and effective corporate governance framework is a central component of its risk management and compliance strategy. To achieve this goal, we seek to have clear and effective governance policies and procedures which are regularly updated and contained in this corporate governance manual. The Board strives to ensure that these policies and principles are embedded into the culture of the global organisation.

## 1. Introduction

The board of directors of Omni Bridgeway Limited (“**Company**”) has directed management to reissue this Corporate Governance Manual (“**CGM**”) to guide the governance practices of the Company. This CGM reflects the Company’s adherence to best practice corporate governance and the highest ethical standards.

The Board believes that the ASX Corporate Governance Council’s “Corporate Governance Principles and Recommendations” (“**ASX Principles and Recommendations**”) should be embraced with enthusiasm and has directed management to implement the various principles and recommendations. The ASX Principles and Recommendations are not mandated by the ASX, rather ASX listed companies are required to provide an explanation if they choose to depart from these standards.

This CGM provides guidance and structure for areas of corporate governance addressed by the ASX Principles and Recommendations, as well as other areas of corporate governance considered by the Board to be important for the Company.

All employees of the Company should read the contents of this CGM in the knowledge that all members of the Board and all members of the executive management group have committed themselves to its contents and expect all employees to do likewise.

The Board may modify or make exceptions to the contents of the CGM from time to time at its discretion and consistent with the duties and responsibilities owed to the Company and its shareholders.

## 2. Adopted charters and policies

This CGM comprises the above introduction and the charters and policies listed below which have been adopted by the Board. Also included in the CGM is the Code of Conduct adopted by the Board. Company personnel are expected to comply with the Code of Conduct at all times.

The charters set out the functions of the Board and standing committees established by the Board and lay down the rules for their conduct and governance.

The policies comprised within the CGM address how the Company intends to conduct its business in respect of certain key issues. They provide a set of guiding principles to help with decision making and behaviour.

We have sought, where possible, to apply our policies to the whole Group. However, local laws and regulations at times conflict with the policies and necessitate local policies being adopted. We have identified in each policy the extent of its application.

The CGM is comprised of the following:

1. Code of Conduct

### **Charters**

2. Board Charter
3. Audit and Risk Committee Charter
4. Corporate Governance Committee Charter
5. Nomination Committee Charter
6. Remuneration Committee Charter

### **Policies**

7. Anti Bribery and Corruption Policy
8. Complaints Handling Policy
9. Continuous Disclosure Policy
10. Diversity Policy
11. Dividend Policy
12. Health and Safety Policy
13. Remuneration Policy
14. Risk Management Policy
15. Securities Trading Policy
16. Whistleblower Policy

The above charters and policies are to be regularly reviewed for audit compliance and to identify any changes required. The Board recognises that good corporate governance evolves with the changing circumstances of the business and must be tailored to meet those circumstances. As part of its commitment to best practice corporate governance, the Board will consider adding any additional charters and policies it considers appropriate from time to time.