

CORPORATE GOVERNANCE STATEMENT

29 August 2024



CONTENTS

| | |
|--|----|
| CORPORATE GOVERNANCE STATEMENT..... | 1 |
| CONTENTS..... | 2 |
| CORPORATE GOVERNANCE STATEMENT..... | 3 |
| 1. OVERVIEW | 3 |
| 1.1. Omni Bridgeway's Values | 3 |
| 2. BOARD OF DIRECTORS | 3 |
| 2.1. Board Roles and Responsibilities | 4 |
| 2.2. Role of the Company Secretary | 5 |
| 2.3. Structure of the Board..... | 5 |
| 2.4. Board Skills..... | 7 |
| 2.5. Board Diversity | 8 |
| 2.6. Board Committees | 8 |
| <i>Audit and Risk Committee</i> | 9 |
| <i>Nomination and Remuneration Committee</i> | 9 |
| <i>Corporate Governance Committee</i> | 10 |
| 3. PERFORMANCE EVALUATION AND REMUNERATION | 11 |
| 3.1. Performance Evaluation..... | 11 |
| 3.2. Director and Executive Remuneration | 11 |
| 4. RISK MANAGEMENT | 12 |
| 4.1. Risk Management..... | 12 |
| 4.2. Certification and Board Approval..... | 13 |
| 5. BUSINESS ETHICS AND INTEGRITY | 14 |
| 5.1. Code of Conduct..... | 14 |
| 5.2. Anti-bribery and Corruption | 14 |
| 5.3. Whistleblowing | 15 |
| 5.4. Continuous Disclosure | 15 |
| 5.5. Shareholder Communication | 15 |
| 5.6. Dealing in Shares..... | 16 |

CORPORATE GOVERNANCE STATEMENT

1. OVERVIEW

Omni Bridgeway Limited (**Omni Bridgeway** or the **Company**) is pleased to publish its 2024 Corporate Governance Statement (**Statement**).

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

This Statement outlines the key principles and practices the Board has adopted for its corporate governance during the financial year ending 30 June 2024 (**FY24**). These principles and practices are reviewed regularly and revised as appropriate to reflect changes in legislation and developments in corporate governance.

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

1.1. Omni Bridgeway's Values

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



2. BOARD OF DIRECTORS

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

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

| Name | Position |
|---------------------|---------------------------|
| Michael Kay | Non-Executive Chairman |
| Raymond van Hulst | Managing Director and CEO |
| Karen Phin | Non-Executive Director |
| Christine Feldmanis | Non-Executive Director |
| Michael Green | Non-Executive Director |

2.1. Board Roles and Responsibilities

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

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

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

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

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

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

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

- Board approval of a strategic business plan designed to meet stakeholders' needs and manage business risk;
- ongoing review of the strategic plan and initiatives designed to ensure the continued growth and success of the Group; and
- implementation of budgets by management and monitoring progress against budget – via the establishment and reporting of both financial and non-financial key performance indicators.

Other functions reserved to the Board include:

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

2.2. Role of the Company Secretary

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

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

2.3. Structure of the Board

The relevant skills, experience and expertise of each director in office at the date of the Annual Report is included in the Directors' Report contained in the Company's 2024 Annual Report (**Directors' Report**). A copy of the 2024 Annual Report is located on the Company's website. Directors of Omni Bridgeway are considered to be independent if they are free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the entity and its securityholders generally.

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

The Board has in place a number of policy measures to ensure that independent judgment is achieved and maintained in respect of its decision-making processes, including:

- the Chairman is an independent director and has a casting vote at Board meetings where the

votes of the directors are tied;

- the directors are able to obtain independent professional advice at the expense of the Group;
- directors who have a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic; and
- at least half of the Board consists of independent directors.

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

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

| Name | Position |
|---------------------|------------------------|
| Michael Kay | Non-Executive Chairman |
| Karen Phin | Non-Executive Director |
| Christine Feldmanis | Non-Executive Director |
| Michael Green | Non-Executive Director |

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

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

The directors of the Company during FY24 were:

| Director | Gender | Initial Appointment | Period of Office |
|--|---------------|----------------------------|-------------------------|
| Michael Kay (Non-Executive Chairman) | Male | July 2015 | Full year |
| Andrew Saker ¹ (Chief Executive Officer and Managing Director) | Male | January 2015 | 5 months |
| Raymond van Hulst (Chief Executive Officer and Managing Director) | Male | April 2020 | Full year |

¹ Mr Saker retired as the Chief Executive Officer and Managing Director on 30 November 2023 at the Company's Annual General Meeting.

| | | | |
|---|--------|---------------|-----------|
| Christine Feldmanis (Non-Executive Director) | Female | November 2018 | Full year |
| Karen Phin (Non-Executive Director) | Female | August 2017 | Full year |
| Michael Green (Non-Executive Director) | Male | April 2023 | Full year |

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

2.4. Board Skills

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

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

The current mix of skills and experience represented on the Board as of 30 June 2024 is set out in the skills matrix below:



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

The Board is of the view that the current directors possess an appropriate mix of skills,

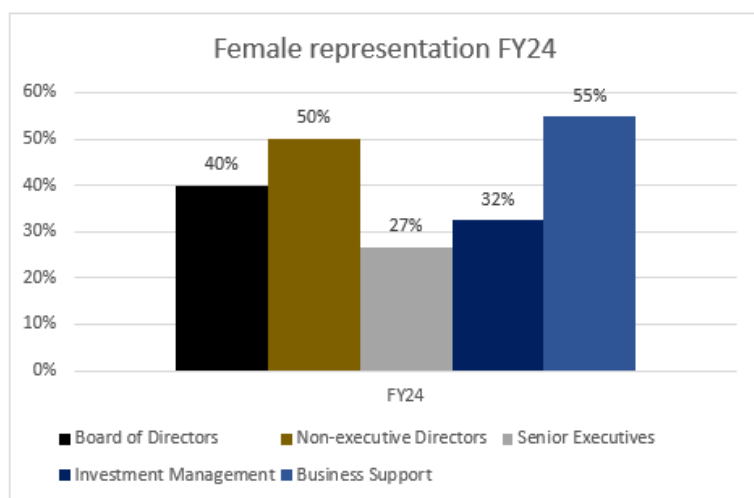
experience, expertise and knowledge to enable the Board to discharge its responsibilities, deliver the Company's corporate and strategic objectives and direct the Company in accordance with its corporate governance practices.

2.5. Board Diversity

The Board considers that the current directors have a broad range of skills, expertise and experience from a diverse range of backgrounds to discharge their responsibilities and for the effective governance, oversight and strategic leadership of Omni Bridgeway as a publicly listed global company. The Board comprises members of different backgrounds and includes two female directors. Further details regarding director qualifications, experience and tenure are set out in the 2024 Annual Report.

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

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



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

2.6. Board Committees

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

membership requirements.

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

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

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

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

Audit and Risk Committee

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

| Name | Position |
|---------------------|-----------------|
| Christine Feldmanis | Chair |
| Michael Kay | Member |
| Karen Phin | Member |
| Michael Green | Member |

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

The Audit and Risk Committee supports the Board in establishing and maintaining a framework of internal control and ethical standards. Among other things, the Audit and Risk Committee is responsible for overseeing the Group's risk management systems, assisting the Board to determine whether the Group has any material exposure to environmental and/or social risk, reviewing internal control and risk management systems and reviewing the adequacy of risk reporting to the Board (including in relation to new and emerging risks faced by the Company, such as cyber security, privacy and data breaches).

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

Nomination and Remuneration Committee

The Board is responsible for determining and reviewing compensation arrangements for the directors themselves and the Managing Director and executive team. Furthermore, the Company understands that the appointment and reappointment of directors to the Board is critical to the performance of the Company.

In recognition of this, the Board has established a Nomination and Remuneration Committee comprising independent non-executive directors to provide transparency, focus and independent judgment to decisions regarding compensation arrangements and the composition of the Board. The current members of the Nomination and Remuneration Committee are:

| Name | Position |
|---------------------|-----------------|
| Karen Phin | Chair |
| Christine Feldmanis | Member |
| Michael Kay | Member |
| Michael Green | Member |

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

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

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

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

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

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

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

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

Corporate Governance Committee

The Group is committed to delivering corporate governance to the highest standards and has established a Corporate Governance Committee to assist the Board in fulfilling its

responsibilities in relation to ethical standards and corporate governance policies and practices, and compliance with regulatory requirements for corporate governance. The current members of the Corporate Governance Committee are:

| Name | Position |
|---------------------|-----------------|
| Michael Green | Chair |
| Michael Kay | Member |
| Christine Feldmanis | Member |
| Karen Phin | Member |

3. PERFORMANCE EVALUATION AND REMUNERATION

3.1. Performance Evaluation

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

For details on director attendance at Board and Board committee meetings during FY24, refer to the Directors' Report.

An annual performance review of senior executives (and all employees) is undertaken and has been undertaken during FY24 in accordance with updated performance review processes, which were implemented following the merger with legacy Omni Bridgeway in late 2019. Key performance indicators are being put in place for FY25 for all senior employees and are reflected in the personal performance targets component of the short term incentivisation plan.

3.2. Director, Executive and Investment Professionals Remuneration

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

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

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

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

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

In accordance with best practice corporate governance, the structure of non-executive director and KMP remuneration is separate and distinct. The Short Term Incentive Program (**STIP**) and

Long Term Incentive Plan (**LTIP**) are products of an external remuneration review and are reflective of industry standards.

With the transitioning of OBL to an asset management model, the Board is actively investigating the planned transition of the “at risk” remuneration component for investment professionals to a “carried interest” model which would more directly align compensation with investment outcomes and is typical in the asset management industry. The Board values the insights and perspectives of shareholders and will continue to focus on incentivising, rewarding and aligning our exceptional team in the optimal manner for all stakeholders.

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

4. RISK MANAGEMENT

4.1. Risk Management

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

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

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

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

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

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

management systems and internal compliance and controls.

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

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

4.2. IT and Cybersecurity

In today's digital age, cybersecurity is a critical component for the protection and continuity of any organisation. We have consistently invested in cyber resilience and adopted a comprehensive IT and Cybersecurity Risk Management Policy outlining our policies and procedures. This proactive approach is essential to safeguarding our information systems against a constantly evolving landscape of cyber threats.

Our organisation leverages the National Institute of Standards and Technology (**NIST**) Cybersecurity Framework to guide decision-making and aims to achieve a tier 3 rating across all areas. The NIST Framework provides a robust, flexible, and repeatable approach to cybersecurity. By following its guidelines, we ensure that our cybersecurity measures are not only aligned with industry standards but also adaptable to the unique needs of our organisation. This framework integrates industry standards and best practices to effectively manage cybersecurity risks.

Cybersecurity encompasses a broad range of practices and technologies designed to protect systems, networks, and data from cyberattacks. It includes measures to prevent unauthorised access, detect malicious activities, and respond to incidents. Key areas of focus include:

- **Risk Assessment and Management:** Identifying and evaluating risks to determine the most effective ways to mitigate them. This includes understanding the potential impact of several types of cyber threats and vulnerabilities.
- **Security Policies and Procedures:** Establishing and enforcing policies and procedures that define how to protect sensitive information and respond to security incidents. These policies provide a clear framework for employees and stakeholders to follow.
- **Employee Training and Awareness:** Educating employees about cybersecurity best practices and the importance of maintaining vigilance. This helps prevent human error, which is often a significant factor in security breaches.
- **Incident Response Planning:** Developing and regularly updating an incident response plan to ensure that the organisation can quickly and effectively respond to a security breach. This includes steps for containment, eradication, recovery, and communication.
- **Technological Safeguards:** Implementing security technologies such as multi-factor authentication, firewalls, web filtering, and encryption to protect against cyber threats. Regularly updating and patching systems to address vulnerabilities is also crucial.
- **Continuous Monitoring and Improvement:** Regularly monitoring systems and networks for signs of suspicious activity and continuously improving security measures. This proactive

approach helps detect and mitigate threats before they can cause significant harm.

By adhering to the NIST Cybersecurity Framework and striving for a tier 3 rating, our organisation demonstrates a commitment to maintaining a robust cybersecurity posture. This involves continuous evaluation and improvement of our cybersecurity practices to ensure that we are prepared to defend against current and emerging threats.

4.3. Certification and Board Approval

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

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

5. BUSINESS ETHICS AND INTEGRITY

5.1. Code of Conduct

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

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

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

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

5.2. Anti-bribery and Corruption

The Group has a zero-tolerance policy for bribery and corruption in any form and is committed to maintaining a high standard of integrity in its operations and at all times strives to operate in an ethical manner and in accordance with its Statement of Values and Code of Conduct. To assist the Group to be aware of, recognise and avoid engaging in or being involved in potentially corrupt behaviours, Omni Bridgeway has adopted an Anti-bribery and Corruption Policy. The

policy sets out the Company's prohibitions on corrupt behaviour and provides guidance to staff to help ensure compliance with foreign anti-corruption practices and anti-bribery laws. A copy of the Anti-bribery and Corruption Policy can be found on the Company's website.

5.3. Whistleblowing

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

5.4. Continuous Disclosure

Omni Bridgeway is committed to ensuring that shareholders and the market are kept properly informed of matters which may have a material impact on the price at which the Company's securities are traded. To achieve this, Omni Bridgeway has adopted a Continuous Disclosure Policy, which establishes procedures and controls to ensure that directors and management fulfil their obligations under the Corporations Act and the ASX Listing Rules in relation to the timely disclosure of price sensitive information. In some instances, it may be appropriate for the Board, or members of the Board, to consider or approve the content of a proposed announcement. The Disclosure Committee will consult with the Board on matters which are of fundamental significance to the Company. A copy of the Continuous Disclosure Policy can be found on the Company's website.

5.5. Shareholder Communication

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

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

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

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

Shareholders are encouraged to ask questions of their directors at the Annual General Meeting and other shareholder meetings called by the Company or to contact the Company Secretary to

discuss matters pertaining to corporate governance or any other matter relating to the Company, at their convenience. The external auditor also attends each Annual General Meeting and is available to answer questions from security holders.

From time to time the Company engages third-party service providers to assist with developing communication strategies, engaging proxy advisory firms and identifying our largest institutional investors. The Company ensures that all stakeholders receive the information that they need in a timely and transparent manner.

Shareholders can attend the Company's General Meetings in-person. The Company will provide an opportunity for shareholders who may not be able to attend to submit questions to the Company Secretary.

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

5.6. Dealing in Shares

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

Under the Company's Securities Trading Policy, an executive or director must not trade in any securities of the Company (or any other company) at any time when they are in possession of unpublished, price-sensitive information in relation to those securities.

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

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

| |
|------------------------|
| OMNI BRIDGEWAY LIMITED |
|------------------------|

ABN/ARBN

| |
|----------------|
| 45 067 298 088 |
|----------------|

Financial year ended:

| |
|--------------|
| 30 June 2024 |
|--------------|

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website:

The Corporate Governance Statement is accurate and up to date as of 30 June 2024 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 29 August 2024

Name of authorised officer authorising lodgement: Jeremy Sambrook, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|---|---|--|
| PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT | | | |
| 1.1 | A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management. | <input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://omnibridgeway.com/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.2 | A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.3 | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.4 | The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|--|---|
| <p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://omnibridgeway.com/corporate-governance</p> <p>and we have disclosed the information referred to in paragraph (c) at: https://omnibridgeway.com/corporate-governance</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|--|--|---|
| 1.6 | <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://omnibridgeway.com/corporate-governance <i>(in our Board Charter and Nomination and Remuneration Committee Charter)</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://omnibridgeway.com/corporate-governance <i>(in the Corporate Governance Statement)</i></p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 1.7 | <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://omnibridgeway.com/corporate-governance <i>(in our Nomination and Remuneration Committee Charter)</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://omnibridgeway.com/corporate-governance <i>(in the Corporate Governance Statement)</i></p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ | |
|--|--|---|---|
| PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE | | | |
| 2.1 | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the Nomination and Remuneration Committee at: https://omnibridgeway.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement), and https://omnibridgeway.com/investors/annual-and-quarterly-reports/annual-reports (in our 2024 Annual Report, under the heading “Directors’ Meetings”)</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.2 | <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p> | <p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement)</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|---|--|---|
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at: https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement)</p> <p>and, where applicable, the information referred to in paragraph (b) at: https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement)</p> <p>and the length of service of each director at: https://omnibridgeway.com/investors/annual-and-quarterly-reports/annual-reports (in our 2024 Annual Report, under the heading “Names, Qualifications, Experience and Special Responsibilities”)</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 2.4 | A majority of the board of a listed entity should be independent directors. | <input checked="" type="checkbox"/> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.5 | The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | <input checked="" type="checkbox"/> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.6 | A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. | <input checked="" type="checkbox"/> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|--|--|--|
| PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY | | | |
| 3.1 | A listed entity should articulate and disclose its values. | <input checked="" type="checkbox"/> and we have disclosed our values at: https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement) | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.2 | A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. | <input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://omnibridgeway.com/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.3 | A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. | <input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://omnibridgeway.com/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.4 | A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy. | <input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://omnibridgeway.com/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ | |
|---|--|---|---|
| PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS | | | |
| 4.1 | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://omnibridgeway.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://omnibridgeway.com/investors/annual-and-quarterly-reports/annual-reports (in our 2024 Annual Report, under the heading “Names, Qualifications, Experience and Special Responsibilities” for (4) and “Directors’ Meetings” for (5))</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 4.2 | <p>The board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> | <p><input checked="" type="checkbox"/></p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 4.3 | <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p> | <p><input checked="" type="checkbox"/></p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|---|---|--|
| PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE | | | |
| 5.1 | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | <input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://omnibridgeway.com/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.2 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.3 | A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS | | | |
| 6.1 | A listed entity should provide information about itself and its governance to investors via its website. | <input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://omnibridgeway.com/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.2 | A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.3 | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | <input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement) | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.4 | A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.5 | A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. | <input checked="" type="checkbox"/> | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ | |
|--|--|---|---|
| PRINCIPLE 7 – RECOGNISE AND MANAGE RISK | | | |
| 7.1 | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://omnibridgeway.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement), and https://omnibridgeway.com/investors/annual-and-quarterly-reports/annual-reports (in our 2024 Annual Report, under the heading "Directors' Meetings")</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 7.2 | <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p> | <p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement)</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 7.3 | <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p> | <p><input checked="" type="checkbox"/> Omni Bridgeway does not consider its size or operations currently warrant having an internal audit function. We have disclosed the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement)</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|---|--|--|
| 7.4 | A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks. | <input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: https://omnibridgeway.com/investors/environmental-social-governance <i>(in our 2024 Annual Report, ESG overview)</i> and, if we do, how we manage or intend to manage those risks at: https://omnibridgeway.com/investors/environmental-social-governance <i>(in our 2024 Annual Report, ESG overview)</i> | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ | |
|--|--|--|--|
| PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY | | | |
| 8.1 | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the Nomination and Remuneration Committee at:</p> <p>https://omnibridgeway.com/corporate-governance and the information referred to in paragraphs (4) and (5) at:</p> <p>https://omnibridgeway.com/corporate-governance (in the Corporate Governance Statement), and</p> <p>https://omnibridgeway.com/investors/annual-and-quarterly-reports/annual-reports (in our 2024 Annual Report, under the heading “Directors’ Meetings”)</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 8.2 | <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p> | <p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>https://omnibridgeway.com/corporate-governance (in our Nomination and Remuneration Committee Charter)</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 8.3 | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p> | <p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at:</p> <p>https://omnibridgeway.com/corporate-governance (in our 2024 Annual Report, under the heading “Long Term Incentive Plan”)</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |