



8 October 2019

George Tharian
Senior Adviser, Listings Compliance
Australian Securities Exchange Ltd

By Email: ListingsComplianceSydney@asx.com.au

Dear Mr Tharian

Appendix 3Y – Change of Director’s Interest Notice Query

We refer to your letter dated 4 October 2019 and the Appendix 3Y lodged by OFX Group Limited (**Company**) on the ASX Market Announcements Platform on 1 October 2019 for Mr John Alexander Malcolm (**Appendix 3Y**).

We respond to the questions raised in your letter as follows:

1. Please explain why the Appendix 3Y was lodged late.

The Appendix 3Y was lodged late due to an administrative oversight relating to reissue of shares forfeited under the Company’s Executive Share Plan. The Appendix 3Y was lodged immediately upon the oversight being identified.

2. What arrangements does OFX have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

The Company has in place the necessary procedures and checks to ensure that Director disclosures are completed and lodged within the time period required under Listing Rule 3.19A.

On this occasion the Company was aware of the change of Mr Malcolm’s interest due to reissue of shares forfeited under the Company’s Executive Share Plan but due to the administrative oversight referred to above, failed to lodge the Appendix 3Y within the requisite time period.

3. If the current arrangements are inadequate or not being enforced, what additional steps does OFX intend to take to ensure compliance with Listing Rule 3.19B?

Apart from this administrative oversight, the Company considers the current arrangements to be adequate to ensure compliance with Listing Rule 3.19B.

Yours sincerely

Freya Smith
Chief Legal Officer and Company Secretary (Outgoing)
OFX Group Limited

-ENDS-

For further information:

Freya Smith: Freya.Smith@ofx.com +61 401 916 431



4 October 2019

Reference: 08358

Ms Freya Smith
Company Secretary
OFX Group Limited
Level 19, 60 Margaret Street
Sydney NSW 2000

By email

Dear Ms Smith

OFX Group Limited ('OFX'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. OFX's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 1 October 2019 for Mr John Malcolm (the 'Notice').
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*

3. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Mr Malcolm's notifiable interest occurred on 4 September 2019. It appears that the Notice should have been lodged with ASX by 11 September 2019. Consequently, OFX may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Malcolm may have breached section 205G of the *Corporations Act 2001* (Cth).

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds OFX of its contract with ASX to comply with the Listing Rules. In the circumstances, OFX should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does OFX have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does OFX intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on Wednesday, 9 October 2019.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

George Tharian
Senior Adviser, Listings Compliance (Sydney)