



OZFOREX GROUP  
Foreign Exchange Services

NOTICE OF MEETING 2014

# CHAIRMAN'S LETTER

---

Dear Shareholder

I am writing to invite you, as a shareholder in OzForex Group Limited (OzForex or the Company), to attend our first Annual General Meeting on Wednesday 6 August 2014.

The meeting will be held in Room II, Establishment Hotel, 252 George Street, Sydney. The meeting will commence at 4pm with registration available from 3.30pm. Following the conclusion of the Meeting there will be drinks and refreshments and an opportunity to meet with the Board and management.

A voting/proxy form is included in this information pack. The form contains a barcode to assist with the registration process at the meeting. If you attend the Meeting, please bring this barcoded form with you. If you are not attending the Meeting, the Form allows shareholders to either lodge their vote directly or appoint a proxy to vote on their behalf. Please refer to the Notice of Meeting and the Voting/Proxy Form for more information.

If you would like to submit questions on any shareholder matters that may be relevant to the Meeting then please email your questions to [investors@ozforex.com.au](mailto:investors@ozforex.com.au). While time may not permit me to address all questions, the CEO and I will endeavour to address the most frequently raised shareholder matters.

An archived webcast of the Meeting will be available on the OzForex website at [www.ozforex.com.au/investors](http://www.ozforex.com.au/investors) shortly following the Meeting. The presentations will be released to the ASX just prior to the start of the Meeting and will also be available on the website.

Any body corporate holder of OzForex shares, or any body corporate appointed as a proxy, wishing to act as its representative at the Meeting may do so by providing that person with a letter, executed in accordance with the body corporate's constitution, authorizing him or her as the body corporate representative.

The Notice of Meeting lists the items to be considered at the Meeting and the background information on the proposed resolutions is contained in the explanatory notes following the Notice of Meeting.

Agenda item 3 is a non-binding resolution that shareholders adopt the Remuneration Report that can be found on pages 34 to 47 of the Annual Report. I encourage you to read that.

I look forward to welcoming you to the first Annual General Meeting of OzForex.

Yours sincerely



Peter Warne  
Chairman

# NOTICE OF MEETING

---

The Annual General Meeting will be held on Wednesday, 6 August 2014, commencing at 4pm (Sydney time) in Room II, Establishment Hotel, 252 George Street, Sydney.

Items of business

## 1. Reports

To receive and consider the Financial Report and the Reports of the Directors and Auditor for the year ended 31 March 2014.

## 2. Appointment of Auditor

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

*"That PricewaterhouseCoopers be appointed as the Auditor of the Company"*

## 3. Remuneration Report

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

*"To adopt the Remuneration Report for the year ended 31 March 2014."*

## 4. Election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

- (a) *"That Peter Warne, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for election, be re-elected as a director of the Company."*
- (b) *"That William Allen, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for election, be re-elected as a director of the Company."*
- (c) *"That Melinda Conrad, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers herself for election, be re-elected as a director of the Company."*
- (d) *"That Grant Murdoch, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for election, be re-elected as a director of the Company."*

## 5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

*"To approve for all purposes, including ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act 2001, the grant of performance rights to the Managing Director and CEO, Neil Helm under the OzForex Group Long Term Incentive Plan and on the terms summarised in the Explanatory Notes accompanying the Notice of Meeting."*

By order of the Board.

Linda Cox  
Company Secretary  
27 June 2014

# VOTING EXCLUSION STATEMENT

---

## Resolutions 3 and 5

The Company will disregard any votes cast (in any capacity) on items 3 and 5 by or on behalf of:

- a member of the key management personnel of the Company (KMP) as disclosed in the 2014 Remuneration Report; and
- a closely related party of those persons (such as close family member members and any companies the person controls)

unless the vote is cast as a proxy for a person who is entitled to vote, and:

- the vote is cast in accordance with the direction on the Voting/Proxy Form; or
- in the absence of a direction on the Voting/Proxy Form, the vote is cast by the Chairman of the Meeting.

In addition, in accordance with the ASX Listing Rules, the Company will disregard any votes cast on resolution 5 by Mr Helm (being the only director eligible to participate in the OzForex Group Long Term Incentive Plan) and any associated person of Mr Helm. However, OzForex will not disregard a vote cast by:

- a person as Proxy for a person who is entitled to vote, in accordance with the directions on the Proxy form; or
- the Chairman of the Meeting as Proxy for a person who is entitled to vote, in accordance with the directions on the Proxy form.

## Appointing a Proxy

- Shareholders who are unable to attend the AGM and do not choose to use Direct Voting, are entitled to appoint a proxy to act at the AGM on their behalf, and to vote in accordance with their instructions on the proxy form.
- A proxy need not be a shareholder of OzForex.
- To appoint a Proxy, mark 'X' in Method 2 on the Voting/Proxy Form. A proxy may be an individual or a body corporate. Subject to the voting exclusions set out above, if no voting instructions are given, the proxy may vote as they see fit.
- If a shareholder appoints a KMP (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on item 3 or item 5 unless the shareholder directs the KMP how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default and the shareholder does not make a mark a voting box for item 3 or item 5, then by signing and returning the Voting/Proxy Form the shareholder will be expressly authorizing the Chairman of the Meeting to exercise the proxy in respect of the relevant item even though the item is connected with the remuneration of the KMP.
- The Chairman of the Meeting intends to vote all valid available and undirected proxies in favour of each item of business.
- If you are a shareholder entitled to cast two or more votes, you may appoint up to two proxies and specify the proportion of voting rights or the number of votes each proxy is appointed to exercise.

## Sending us your Direct Vote or Proxy

- Completed Voting/Proxy Forms must be received by the Share Register, Computershare Investor Services Pty Limited, at GPO Box 242, Melbourne, VIC, 3001 or by fax to +61 3 9473 2555 by 7.00pm on Monday 4 August. A return envelope is provided.
- If you wish to submit your direct vote or your appointment of proxy and voting instructions electronically, visit the share registry website, [www.computershare.com.au/](http://www.computershare.com.au/). You will need your security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the Voting/Proxy Form.
- If your direct vote or appointment of a proxy is signed by an attorney, or in the case of direct vote or proxy submitted electronically, authenticated by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Share Registrar, Computershare at 60 Carrington Street, Sydney, NSW, 2000.

## Determination of shareholders' right to vote

The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7pm on Monday 4 August 2014. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

# EXPLANATORY MEMORANDUM

---

## Agenda item 1: Financial Report and Reports of the Director and Auditor

In accordance with the Corporations Act 2001, the Financial Report, Directors' Report and Auditor's Report for the year ended 31 March 2014 will be put before the AGM. These Reports are in OzForex's 2014 Annual Report and can be accessed on our website at [www.ozforex.com.au/investors](http://www.ozforex.com.au/investors).

This item does not require a formal resolution and accordingly, no vote will be held on this item. Shareholders will, however, be given a reasonable opportunity to ask questions on these Reports during discussion on this item.

## Item 2: Appointment of Auditor

Pursuant to section 327A and 327B of the Corporations Act 2001, the directors of a public company can only appoint an auditor of the company for the period until the company's first annual general meeting. In accordance with 327A and 327B the resolution proposes that PricewaterhouseCoopers be appointed as the Auditor of OzForex from the date of the Annual General Meeting. As required by section 328A, PricewaterhouseCoopers have consented to act as Auditor of the Company.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating PricewaterhouseCoopers has been given to the Company by a shareholder. A copy of this notice is attached to this Notice of Meeting.

## Item 3: Remuneration Report

Shareholders are asked to adopt the Remuneration Report for the year ended 31 March 2014. The Remuneration Report is in the Directors Report in OzForex's 2014 Annual Report and can be accessed on the website at [www.ozforex.com.au/investors](http://www.ozforex.com.au/investors).

The Directors trust that the Remuneration Report assists in your understanding of the remuneration structure and objectives that exist at OzForex.

Under the Corporations Act 2001, the vote on this Resolution is advisory only and does not bind the Board or OzForex. However the Board and Remuneration and Nomination Committee will take the outcome of the vote into account when considering future remuneration policy for non-executive Directors and Executives.

Shareholders should note that if 25% or more of votes cast on this resolution are against adoption of the Remuneration Report, the first element in the Board spill provisions introduced in 2011 (known generally as the 'two strikes rule') will be triggered. This would require a resolution on whether to hold a further meeting to spill the Board (a 'spill resolution') to be put to shareholders at the 2015 Annual General Meeting if a 'second strike' was to occur at the 2015 Annual General Meeting.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of the adoption of the Remuneration Report.

The Chairman of the AGM intends to vote all available and undirected proxies in favour of this resolution.

## Item 4: Election of Directors

On 19 September 2013, the following Non-Executive Directors were appointed:

- Mr Peter Warne;
- Mr William Allen;
- Ms Melinda Conrad;
- Mr Grant Murdoch.

In accordance with clause 47(d) of the Company's Constitution, each of these Directors is standing for election.

# EXPLANATORY MEMORANDUM (CONT)

---

Background biographical details of each Director is as follows:

## **Peter Warne**

**Independent Non-Executive Chairman – BA, FAICD**

Member of the Audit, Risk and Compliance Committee and Remuneration and Nomination Committee

Appointed: 19 September 2013

Resident: Sydney, Australia

### *Experience*

Peter joined the OzForex Group in September 2013 and has over 30 years' experience in banking and finance. Peter's prior professional experience includes Head of Bankers Trust Australia Limited's Financial Markets Group.

### *Current Directorships*

Chairman

Australian Leisure and Entertainment Property Management Limited

Director

ASX Limited (2006-);

Macquarie Group Limited (2007-);

Macquarie Bank Limited;

Crowe Horwath Australasia Limited (formerly WHK Group Limited) (2007-).

### *Member*

NSW Treasury Corporation;

Securities Industry Research Centre of Asia Pacific (SIRCA);

Advisory Board for the Australian Office of Financial Management;

Patron of Macquarie University Foundation.

*Interest in shares:* 125,000 ordinary shares

## **Melinda Conrad**

**Independent Non-Executive Director – MBA (Harvard), FAICD**

Chair of the Remuneration and Nomination Committee and Member of the Audit, Risk and Compliance Committee

Appointed: 19 September 2013

Resident: Sydney, Australia

### *Experience*

Melinda joined the OzForex Group in September 2013 and has over 20 years' experience in business strategy and marketing. Melinda's prior professional experience includes executive roles at Harvard Business School, Colgate-Palmolive, and several retail businesses. Melinda was previously a director of APN News & Media Limited (2012-13).

### *Current directorships*

Director

David Jones Limited (2012-);

The Reject Shop Limited (2011-);

The Australian Brandenburg Orchestra.

**Member**

Garvan Medical Research Institute Foundation.

Interest in shares: 50,000 ordinary shares

**William Allen**

**Independent Non-Executive Director – BA**

Member of the Remuneration and Nomination Committee

Appointed: 19 September 2013

Resident: New York, USA

**Experience**

William is a Principal at Carlyle Global Financial Services Buyout Group. William joined the OzForex Group in February 2012 as a Director of the previous parent company, OzForex Pty Limited, on behalf of a major shareholder at that time, and became a director of the now parent company, OzForex Group Limited in September 2013. He has 12 years' experience in finance. William's prior professional experience includes Director in the Financial Institutions Group at UBS Investment Bank.

**Current directorships**

Director

UniRush LLC.

Interest in shares: nil

**Grant Murdoch**

**Independent Non-Executive Director – MCom (Hons), FAICD, FICAA.**

Chair of the Audit, Risk and Compliance Committee

Appointed: 19 September 2013

Resident: Brisbane, Australia

**Experience**

Grant joined the OzForex Group in September 2013 and has over 35 years' experience in accounting and corporate finance. Grant's prior professional experience includes Head of Corporate Finance for Ernst & Young Queensland and is a graduate of the Kellogg Advanced Executive Program at the North Western University, Chicago, United States.

**Current directorships**

Chairman

Endeavour Foundation

Director

ALS Limited;

QIC Limited;

Cardno Limited (2013-);

UQ Holdings Limited.

**Other**

Senator of the University of Queensland;

Adjunct Professor School of Business, Economics and Law at the University of Queensland;

Member of Queensland State Council of AICD.

Interest in shares: 50,000 ordinary shares

The Board unanimously recommends that shareholders vote in favour of the election of each of these Directors.

# EXPLANATORY MEMORANDUM (CONT)

## Item 5: Grant of Equity to Managing Director and CEO

Shareholders are asked to vote on whether the Managing Director and CEO, Mr Neil Helm should receive equity securities as part of his remuneration.

ASX Listing Rule 10.14 requires shareholder approval for the issue of securities to a Director under an employee incentive scheme.

### Managing Director and CEO's remuneration package

As set out in the Remuneration Report, Mr Helm's remuneration comprises three components:

		2014 package – \$
Total fixed remuneration	40%	470,000
STI target value	30%	352,500
LTI target value	30%	352,500

### Long Term Incentive Plan

The approval sought is to grant Mr Helm performance rights under the OzForex Group Long Term Incentive Plan (LTI Plan) in relation to his long-term incentive (LTI) arrangements. Performance rights entitle Mr Helm to receive shares, subject to the satisfaction of performance conditions.

The standard LTI Plan was established to assist in the attraction, motivation and retention of certain senior employees and aims to focus the efforts of participants on delivering long-term shareholder growth. Participants in the LTI Plan include Mr Helm and other eligible employees (including executives, officers and other permanent employees). No other Directors are entitled to participate in the LTI Plan. The standard allocation will generally take place in June of each year.

In addition, the Board has resolved to make a special 'one-off' allocation of performance rights to Executives and other key employees as an additional retention tool. OzForex is a high growth online business which operates in a competitive talent market. Shareholder feedback suggested that to help retain senior management talent, a further equity allocation should be considered so that the total equity participation remains at a competitive level. The Board has taken this decision following shareholder feedback and follows the expiration of pre-existing retention tools in October 2014 as outlined in the IPO Prospectus and Remuneration Report.

Therefore this year the standard and special allocation of performance rights will take place in October 2014. The total number of performance rights to be allocated to the KMP (and other key employees) at this time will comprise a maximum of 4,000,000, of which 3,794,898 will comprise this special allocation. The number of performance rights to be allocated in October is equivalent to approximately 1.67% of the issued capital and will take the number of unvested performance rights to 1.89% of the issued capital.

The proposed allocation to the CEO of 625,000 performance rights comprises:

- the standard allocation of performance rights for the 2014 financial year under the LTI plan, comprising 30% of total remuneration reward, being 64,509 rights (subject to the calculated value of the performance right in October 2014) for the part-year from 11 October 2013 to 31 March 2014; and
- a special allocation of performance rights as an additional retention tool, being 560,491 performance rights (subject to the calculated value of the performance rights in October 2014).

### Number of performance rights to be granted to Mr Helm

The Board has determined to allocate 625,000 performance rights to Mr Helm. The performance rights will be allocated at no cost to Mr Helm and no amount will be payable by Mr Helm on vesting of the performance rights.

## Performance conditions

Following testing of the performance conditions at the end of the performance periods (described below), if the performance conditions are satisfied Mr Helm's performance rights automatically vest and OzForex will issue or procure the transfer to Mr Helm of one OzForex share for each performance right which vests, for no further consideration.

The vesting of the performance rights will be tested against the performance condition set for each performance period. There will be no retesting of the performance conditions. The Board has determined that the performance condition to apply to the proposed grant of performance rights to Mr Helm is an Earnings Before Taxes, Depreciation and Amortisation compound annual growth rate (CAGR) on a constant currency basis as set out below.

The vesting dates and relevant performance conditions are as follows:

33% to vest on 7 June 2016

33% to vest on 7 June 2017

34% to vest on 7 June 2018

There may be vesting of some or all of the performance rights depending on the performance outcome during the period as shown in the table below.

Performance measurement period	100% vesting	Pro-rata vesting from 25% to 100%	0% vesting
1 October 2014 – 31 March 2016	Greater than or equal to CAGR 25%	Between 20 and 25% CAGR	Below 20% CAGR
1 October 2014 – 31 March 2017	Greater than or equal to CAGR 23%	Between 18 and 23% CAGR	Below 18% CAGR
1 October 2014 – 31 March 2018	Greater than or equal to CAGR 21%	Between 16% and 21% CAGR	Below 16% CAGR

The Board considered a range of performance hurdles including EPS, NPAT, ROCE and TSR. Due to the global nature of the business, the multiple tax jurisdictions in which the business operates and that the acquisition strategy may cause the capital structure to change, it was determined that CAGR on EBTDA was the most appropriate performance metric for the underlying business.

The Board reserves the right to amend the terms of the performance rights, including the performance conditions if they become inappropriate as a result of a capital raising or change in capital structure due to corporate activity.

## Rights attaching to performance rights

Performance rights carry no voting or dividend rights.

The LTI Plan contains provisions in relation to the adjustment of performance rights in certain circumstances, including in the event of a capital reorganization (such as a subdivision or consolidation), a capital return or a bonus issue of shares to shareholders.

Performance rights may only be transferred with the prior consent of the Board or by force of law upon death or bankruptcy.

## Change of control

The Board has discretion to allow all or part of unvested performance rights to vest on a change of control of OzForex (eg. a takeover, merger, compromise or arrangement).

## Treatment of performance rights if Mr Helm leaves OzForex

If Mr Helm ceases employment prior to the performance conditions being met, generally unvested performance rights will not lapse and the performance conditions will continue to apply and be tested at the end of the performance period.

However, under the LTI Plan, the Board has a discretion to determine that all or part of unvested performance rights will vest or lapse as a result of Mr Helm ceasing employment. In determining whether a different treatment should apply to that set out above on cessation of Mr Helm's employment, the Board will have regard to factors including, but not limited to, Mr Helm's performance and the proportion of the performance period that has expired at the time of cessation of employment.

The value of any termination benefits that may be given to Mr Helm by reason of the exercise of the Board's discretion that his unvested performance rights will vest (and not lapse) cannot be determined in advance. This is because the value at the date of cessation of employment will depend upon:

- the date when, and the circumstances in which, Mr Helm ceases employment;
- OzForex's share price at the date of vesting; and
- the number of unvested performance rights held by Mr Helm at the time of cessation.

## Shares allocated on vesting of performance rights

Shares allocated to Mr Helm upon vesting of the performance rights will rank equally with other OzForex ordinary shares on issue.

# EXPLANATORY MEMORANDUM (CONT)

---

## Prohibition of hedging arrangements

Consistent with the requirements under the Corporations Act 2001 under OzForex's Securities Trading Policy, Directors and restricted employees must not use, or allow to be used, derivatives or other products which operate to limit the economic risk of unvested performance rights.

## Disclosure for the purposes of Listing Rule 10.15

The following information sets out the disclosures required for the purposes of ASX Listing Rule 10.15:

- (a) the maximum number of performance rights that can be granted to Mr Helm under this approval is 625,000;
- (b) the price payable on the grant or vesting of each performance right is nil;
- (c) Mr Helm was granted 176,250 performance rights on 11 October 2013. The acquisition price for the grant of these performance rights was nil. These performance rights were granted pursuant to a waiver of ASX Listing Rule 10.14. No prior shareholder approvals have been obtained under ASX Listing Rule 10.14;
- (d) Mr Helm is the only person referred to in Listing Rule 10.14 entitled to participate in the LTI Plan;
- (e) there is no loan proposed in relation to the proposed grant of performance rights to Mr Helm; and
- (f) performance rights are intended to be granted to Mr Helm around October 2014 and in any event will not be granted later than 12 months after the date of the 2014 AGM.

A voting exclusion applies to this Resolution, as set out in the Notice of Meeting.

The Board recommends that the shareholders support the resolution.

The Chairman of the Meeting intends to vote all available and undirected proxies in favour of this resolution.

# ATTACHMENT A

---

11 June 2014

Ms Linda Cox  
Company Secretary  
OzForex Group Limited  
Level 9, 10 Bridge Street  
Sydney NSW 2000  
Australia

Dear Ms Cox

## **Nomination of auditor**

I, Grant Murdoch, being a member of OzForex Group Limited (the Company), nominate PricewaterhouseCoopers for appointment as auditors of the Company at the next Annual General Meeting to be held on Wednesday, 6 August 2014 (or any adjournment of that meeting).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Grant Murdoch', with a long horizontal flourish extending to the right.

Grant Murdoch, on behalf of G & M Murdoch Pty Limited as Trustee for the Murdoch Family Superannuation Fund, of which Grant Murdoch is a beneficiary.

## Contact information

### Head Office

OzForex Group Limited  
Level 9  
10 Bridge Street  
Sydney NSW 2000

Telephone: +61 2 8667 8000  
Facsimile: +61 2 8667 8080  
Email: [investors@ozforex.com.au](mailto:investors@ozforex.com.au)

### Company Secretary

Ms Linda Cox

### Shareholder information

[www.ozforex.com.au/investors](http://www.ozforex.com.au/investors)

### Share Register

Computershare Investor Services Pty Limited  
Level 4  
60 Carrington Street  
Sydney NSW 2000

Telephone: + 61 3 9415 4000  
or 1300 850 505 (for Australian shareholders)

### Annual report

To request a copy of the Annual Report, please call  
Computershare or email at [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)

Electronic versions of OzForex's Annual Report are available at  
[www.ozforex.com.au/investors](http://www.ozforex.com.au/investors).

### Australian Securities Exchange Listing

OFX

# OzForex Group Limited

ABN 12 165 602 273

## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

In Person:

Computershare Investor Services Pty Limited  
452 Johnston Street  
Abbotsford, Victoria 3067

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



## Voting Form



### Vote and view the annual report online

Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.  
Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by  
4:00pm on Monday, 4 August 2014**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Vote Directly

**Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

#### Appoint a Proxy to Vote on Your Behalf

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

# Voting Form

Please mark  to indicate your directions

## STEP 1 Indicate How your Vote will be Cast *Select one option only*

XX

At the Annual General Meeting of OzForex Group Limited to be held in Room II, Establishment Hotel, 252 George Street, Sydney on Wednesday, 6 August 2014 at 4:00pm (Sydney time) and at any adjournment or postponement of that meeting, I/We being member/s of OzForex Group Limited direct the following:

### 1. Vote Directly

Record my/our votes strictly in accordance with directions in Step 2.

**PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

### 2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

the Chairman of the Meeting **OR**

**OR**

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I /we expressly authorise the Chairman to exercise my/our proxy on item 3 & 5 (except where I/ we have indicated a different voting intention below) even though item 3 & 5 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 & 5 by marking the appropriate box in step 2 below.

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	To appoint PricewaterhouseCoopers as the Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To adopt the Remuneration Report for the year ended 31 March 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(a)	To re-elect Peter Warne as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b)	To re-elect William Allen as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(c)	To re-elect Melinda Conrad as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(d)	To re-elect Grant Murdoch as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To approve the grant of performance rights to the Managing Director and CEO, Neil Helm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date / /