



Notice of Annual General Meeting

Openmarkets Group Limited ACN 159 661 453

Dated: 21 December 2021

By order of the Board

A handwritten signature in blue ink that reads 'K. Clark.' The signature is written on a light-colored background, possibly a piece of paper or a digital document.

Kim Clark

Company Secretary

Notice of Annual General Meeting

Openmarkets Group Limited ACN 159 661 453

Notice is given that an Annual General Meeting of Openmarkets Group Limited ACN 159 661 453 (**Company**) will be held as a virtual meeting via the Lumi Online Technology:

Date	Friday, 28 January 2022
Time	11:00 am (AEDT)

Due to current circumstances relating to COVID-19 and associated government imposed restrictions and recommendations, the Annual General Meeting is being held by way of a virtual meeting (electronically) using the Lumi Online Technology. Shareholders are urged to attend and vote at the meeting electronically using the Lumi Online Technology or vote by lodging the proxy form attached to this notice.

Ordinary Business

Financial Statements

To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2021.

Resolutions

1. Re-election of Director – Mr Songyu Gao

Mr Songyu Gao retires as a Director in accordance with the Constitution. Being eligible, he offers himself for re-election.

To consider, and if in favour, pass the following resolution as an ordinary resolution:

“That Songyu Gao, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.”

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Gao abstaining) unanimously recommend that you vote in favour of this resolution.

2. Election of Director – Mr Andrew Rutherford

Mr Andrew Rutherford was appointed as a Director of the Company on 22 February 2021 and retires in accordance with clause 19.2 of the Company's Constitution.

To consider and, if in favour, pass the following resolution as an ordinary resolution:

“That, Mr Andrew Rutherford who, having previously been appointed to fill a casual vacancy, retires in accordance with clause 19.2 of the Company’s Constitution and having consented to act and being eligible, be elected as a Director of the Company.”

The Directors (with Mr Rutherford abstaining) unanimously recommend that you vote in favour of this resolution.

3. Election of Director – Ms Naseema Sparks AM

Ms Naseema Sparks was appointed as a Director of the Company on 22 February 2021 and retires in accordance with clause 19.2 of the Company’s Constitution.

To consider and, if in favour, pass the following resolution as an ordinary resolution:

“That, Ms Naseema Sparks who, having previously been appointed to fill a casual vacancy, retires in accordance with clause 19.2 of the Company’s Constitution and having consented to act and being eligible, be elected as a Director of the Company.”

The Directors (with Ms Sparks abstaining) unanimously recommend that you vote in favour of this resolution.

4. Appointment of auditor

To consider and, if in favour, pass the following resolution as an ordinary resolution:

“That, for the purposes of section 327C (2) of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd of Level 22, Tower 5, Collins Square, 727 Collins St, Melbourne, VIC, having consented in writing to act as auditors of the Company, be appointed as auditors of the Company.”

Notes for Shareholders

1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in, and comprise part of, this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEDT) on Wednesday, 26 January 2022. This means that any Shareholder registered at 7.00pm (AEDT) on Wednesday, 26 January 2022 is entitled to attend and vote at the Meeting.

3. Voting using the Lumi Online Technology

In light of current public health restrictions relating to the spread of COVID-19, the Company has made the decision to hold this Annual Meeting as a virtual meeting. All shareholders will have the opportunity to attend and participate in the Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

Shareholders are invited and encouraged to participate in the Meeting and vote electronically using the Lumi Online Technology. The technology will provide Shareholders with the ability to view and participate in the proceedings of the Meeting by webcast, and to cast their votes during the Meeting.

If Shareholders are unable to attend the Meeting using the technology they are encouraged to alternatively, return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the technology should they elect to do so.

4. Shareholder questions

Whilst shareholders will be provided with the opportunity to submit questions online at the meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its directors at the virtual Annual Shareholders' Meeting to the Company Secretary by email to kim.clark@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the meeting. In this case answers will be made available on the Company's website after the meeting.

5. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the

appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.

- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11:00 am (AEDT) on Wednesday, 26 January 2022, before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form;
 - Voted online via the share registry at www.votingonline.com.au/oglagm2021; or
 - Faxed to the Company, Attention Company Secretary, on facsimile number +61 2 9290 9655.

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

7. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of each resolution. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of each resolution.



Explanatory Memorandum

Openmarkets Group Limited ACN 159 661 453 (**Company**)

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held as a virtual meeting using the Lumi Online Technology application at 11:00 am (AEDT) on 28 January 2022.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

EXPLANATORY NOTES

Financial Report

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Please send any written questions to:

The Company Secretary
Openmarkets Group Limited
Level 40, 225 George St
Sydney NSW 2000

or via email to: Kim.Clark@boardroomlimited.com.au

Resolution 1: Re-election of Director - Mr Songyu Gao

The Company's Constitution provides that one third of all existing Directors, excluding Executive Directors, must retire by rotation at each annual general meeting. Mr. Songyu ('Eric') Gao retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution.

Eric Gao was appointed as a Non-Executive Director in 2021, after serving as a board member of Openmarkets for over four years.

Eric has 15 years' experience in the financial services industry and is the CEO and co-founder of BMY Group, a leading wealth and funds manager for Asian investors in Australian companies.

Eric holds financial licenses for Australian investment management, funds, securities, foreign exchange and derivatives. He has a wealth of experience in investing and wealth management in Australia and has been involved in several local IPO and private equity projects in Australia.

Eric also holds a Master of Applied Finance from Monash University together with a Bachelor of Economics and Finance from RMIT.

Directors' recommendation

The Directors (with Mr Gao abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 1.

Resolution 2: Election of Mr Andrew Rutherford

Mr. Andrew Rutherford was appointed as a Director of the Company on 22 February 2021 and retires in accordance with clause 19.2 of the Company's Constitution and stands for election.

Andrew Rutherford was appointed as an Independent Non-Executive Director in February 2021 and Chair of the Audit, Risk and Compliance Committee in March 2021.

Andrew holds a number of post-graduate qualifications combined with over 30 years' experience in financial markets, technology and financial advice, including as COO at Goldman Sachs JBWere, Director of M&A for Reuters and Founder, CFO / COO of Koda Capital.

Andrew brings to the Board significant experience in finance, compliance and governance combined with deep industry expertise and an extensive executive track record across a range of diverse enterprises.

Previously, Andrew was a director of entities with securities listed in both Australia and Singapore and has almost a decade of experience as an Executive / Director of ASX member participants.

Andrew has almost 20 years' experience in capital markets and the financial advice sectors.

Directors' recommendation

The Directors (with Mr Rutherford abstaining) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3: Election of Ms Naseema Sparks AM

Ms. Naseema Sparks was appointed as a Director of the Company on 22 February 2021 and retires in accordance with clause 19.2 of the Company's Constitution and stands for election.

Ms. Naseema Sparks was appointed as the Independent Non-Executive Chair in February 2021.

Naseema is an experienced Chair and Non-Executive Director with expertise in consumer-facing technology companies experiencing fast growth. She understands the major drivers of success in growth businesses and has successfully steered pre-IPO organisations through listing on ASX.

Naseema has strong experience at both operational and board level in marketing, branding, customer targeting and is conversant with consumer metrics, data analysis and monitoring the effectiveness of lead-generation and customer acquisition, sales effectiveness, repeat purchase, profitability and churn. Naseema also has strong experience in executive remuneration and will Chair the Board Remuneration Committee.

She has been a professional non-executive director since 2007, serving on boards of a diverse range of companies including ASX listed and private companies, Government statutory authorities as well as not-for-profit arts, health and education boards.

Her executive career was as Managing Director of M&C Saatchi in Australia, and Global Partner. She began her career in strategy and marketing in the pharmaceutical industry (Glaxo and Sanofi), before moving into strategic consulting with PwC, then into strategic communications companies including DDB, Y&R, JWT and others.

Naseema's qualifications include an MBA from Melbourne Business School. She is a Fellow of the Australian Institute of Company Directors and is also a Past President of Chief Executive Women.

Directors' recommendation

The Directors (with Ms Sparks abstaining) recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Appointment of auditor

The Board appointed Grant Thornton Audit Pty Ltd (**Grant Thornton**) of Level 22, Tower 5, Collins Square, 727 Collins St, Melbourne, VIC as the Company's new auditors with effect on 26 July 2021.

This appointment followed the resignation of Moore Australia as the Company's auditor and ASIC's consent to their resignation, in accordance with the Corporations Act.

The transition of auditor occurred due to the Company tendering its external audit program. Grant Thornton was selected by the Company after considering proposals received.

In accordance with the Corporations Act:

- (a) Grant Thornton holds office as auditor until this AGM of the Company and is standing for re-appointment as auditor pursuant to this Resolution; and

- (b) the Company has sought and obtained a nomination from a shareholder for Grant Thornton to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum as Annexure A.

Grant Thornton have given their written consent to act as the Company's auditor subject to shareholder approval of this Resolution.

Directors' Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 4.

Glossary

Annual General Meeting	means the Annual General meeting the subject of this Notice of Meeting.
ASIC	means the Australian Securities and Investments Commission.
Board	means the board of directors of the Company.
Company	means Openmarkets Group Limited ACN 159 661 453.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Shares	means the existing fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.

Annexure A