

Definitions: Capitalised terms used throughout this Charter are defined in paragraph 11.

1. Purpose

This Charter sets out the role and responsibilities of the Committee.

The Committee is a committee established by the Board pursuant to the Constitution.

2. Role and responsibilities

The role of the Committee is to advise and assist the Board in fulfilling its responsibilities in relation to:

- (a) ethical standards and corporate governance policies and practices; and
- (b) compliance with regulatory requirements for corporate governance.

The responsibilities of the Committee are as follows:

- (a) prepare, review and update (as necessary) the corporate governance policies and practices in light of regulatory requirements and developments, best practice and the needs of the Company, including policies for continuous disclosure and dealings in securities;
- (b) review the corporate governance statement for inclusion in the Company's annual report or on its website, in accordance with the listing rules of the ASX for as long as the Company's securities are admitted to trading on ASX;
- (c) ensure effective communication of the corporate governance policies to employees, shareholders, media, analysts and industry participants;
- (d) provide a forum for communication between the Company and management on corporate governance issues;
- (e) prepare and review the Statement of Values and Code of Conduct, and assess the effectiveness of, and compliance with, the Code of Conduct;
- (f) promote an environment within the Company where good governance continues to be a part of the culture; and
- (g) make recommendations to the Board in relation to all of the above.

In carrying out its responsibilities, the Committee will comply with the corporate governance principles and recommendations of the ASX Corporate Governance Council,

where considered appropriate.

3. Composition and term

The Committee shall comprise at least two non-executive Directors.

The Board will appoint or replace members of the Committee and elect the Chair.

The Chair must be a non-executive independent Director.

4. Meetings

The Committee will meet at least annually. The Committee will hold any additional meetings it considers necessary in order to fulfil its responsibilities or as requested by a member of the Committee.

A quorum for meetings of the Committee will be two members of the Committee.

Committee members will be invited to disclose any conflicts of interest at the commencement of each meeting.

Meetings of the Committee may be held face-to-face or in two or more places linked together by any technological means by which members can participate in a discussion.

The notice and agenda of meeting will include relevant supporting papers as appropriate.

The Committee may invite other people, including management, to attend meetings as it sees fit, and consult with other people or seek any information it considers necessary to fulfil its responsibilities.

5. Voting

Any matters requiring a decision of the Committee will be decided by a majority of votes of members present at the meeting and able to vote.

Subject to this paragraph 5, each member of the Committee has one vote on a matter arising at a meeting of the Committee.

In the case of equality of votes, the Chair, in addition to a deliberative vote, will have a casting vote.

6. Authority

The Committee is not a policy making body. It assists the Board by implementing Board policy and making recommendations that require Board approval.

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference of this Charter. Accordingly, the Committee is to have access to adequate resources and has a right to access management and to seek additional information and explanations where it considers it appropriate. The Committee may obtain independent professional advice in the satisfaction of its duties at the expense of the Company.

7. Secretariat duties

The company secretary of the Company or another delegated person will undertake the duties of secretariat of the Committee. The secretary will assist the Chair to develop and distribute agendas, papers, minutes and a calendar.

8. Minutes

Proceedings of all Committee meetings will be minuted, approved by the Chair and circulated to the members of the Committee.

The minutes must be ratified at the next meeting of the Committee and signed by the chair of that next meeting.

9. Reporting to the Board

The Chair is to report to the Board as required after each Committee meeting. The manner of reporting may be by distribution of a copy of the minutes, supplemented by other necessary information, including recommendations requiring Board approval and/or action.

10. Review and Amendment of this Charter

The Committee shall review this Charter periodically to ensure that it remains consistent with the Board’s objectives and responsibilities. If necessary, the Committee shall recommend changes to the Board for approval. The Board should consider the Committee’s review and either approve or further review this Charter.

Any amendments to this Charter, other than updates for changes in the Group’s branding or position titles, must be approved by the Board.

The Committee may make recommendations to the Board in relation to the Committee’s membership, role and responsibilities.

11. Definitions

Defined terms used in this Charter have the following meanings:

Term or Abbreviation	Definition and Explanation
ASX	Means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors .
Charter	means this corporate governance committee charter.
Chair	means the person who has been elected as the chair of the Committee in accordance with this Charter.

Term or Abbreviation	Definition and Explanation
Committee	means the corporate governance committee of the Company.
Company	means Omni Bridgeway Limited (ABN 45 067 298 088).
Director	means a director of the Company.
Group	means the Company and its related bodies corporate (as that term is defined in section 9 of the <i>Corporations Act 2001</i> (Cth)).
Statement of Values	means the values and characteristics applicable to Personnel set out on the Company's intranet, as updated from time to time.

The most recent amendments to this Charter approved by the Board take effect on 26 June 2020.