

Pendal Group Limited

Level 14, The Chifley Tower  
2 Chifley Square  
Sydney NSW 2000  
Australia

ABN 28 126 385 822

**PENDAL**

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

4 June 2020

Dear Sir/Madam

**Re: Notice of Change of Interests of Substantial Holder**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of OFX Group Limited (**OFX**).

Yours faithfully



Joanne Hawkins  
Group Company Secretary

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## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

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To Company Name/Scheme OFX GROUP LIMITED (OFX)

ACN/ARSN ACN 165 602 273

#### 1. Details of substantial holder(1)

Name PENDAL GROUP LIMITED (PDL)

ACN/ARSN (if applicable) ACN 126 385 822

There was a change in the interests of the substantial holder on 02/06/2020

The previous notice was given to the company on 03/04/2020

The previous notice was dated 01/04/2020

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	18,641,993	7.49%	15,994,356	6.43%

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
02/06/2020	PDL & its Associates, Pental Fund Services Limited, Pental Institutional Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Pendal Fund Services Limited *	HSBC Custody Nominees (Australia) Limited.  State Street Bank & Trust Company	HSBC Custody Nominees (Australia) Limited.  State Street Bank & Trust Company	Pendal Fund Services Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	8,650,199 Ordinary	8,650,199
Pendal Institutional Limited	Australia and New Zealand Banking Group  HSBC Custody Nominees (Australia) Limited.  State Street Bank & Trust Company	Australia and New Zealand Banking Group  HSBC Custody Nominees (Australia) Limited.  State Street Bank & Trust Company	Pendal Institutional Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares..	7,344,157 Ordinary	7,344,157

\* Pendal Fund Services Limited has appointed Pendal Institutional Limited to act as the investment manager of the trusts of which it is responsible entity, giving Pendal Institutional Limited the capacity to exercise the power to vote or dispose of the shares. Pendal Institutional Limited therefore also has a relevant interest in shares in which Pendal Fund Services Limited has a relevant interest.

#### 5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
OFX Group Limited (OFX)	The Company Secretary, OFX Group Limited (OFX) Level 19, 60 Margaret St Sydney, NSW 2000

Signature

Print name Joanne Hawkins Capacity Company Secretary

Sign here  Date 04/06/2020

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
  - (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
  - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
  - (4) The voting shares of a company constitute one class unless divided into separate classes.
  - (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
  - (6) Include details of:
    - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
  - (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

**ANNEXURE A**

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Pental Group Limited ACN 126 385 822

Joanne Hawkins – Company Secretary, Pental Group Limited – 04/06/2020

**TRANSACTION HISTORY**

Sales & Purchases for the period : 02/04/2020 to 02/06/2020

SECURITY: OFX

**Pental Fund Services Limited**

<b>Date</b>	<b>Registered Company</b>	<b>Nature of Change</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>	<b>Person's votes affected</b>
2/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-44,421	-53,309.64	Ordinary	44,421
3/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-910	-1,106.47	Ordinary	910
6/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-8,376	-10,051.20	Ordinary	8,376
9/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-414	-496.80	Ordinary	414
14/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-28,186	-33,823.20	Ordinary	28,186
21/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-115,307	-144,133.75	Ordinary	115,307
22/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-3,156	-3,983.19	Ordinary	3,156
23/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-23,443	-29,355.32	Ordinary	23,443
23/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-256,109	-323,337.61	Ordinary	256,109
24/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-93	-117.95	Ordinary	93
24/4/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-2,651	-3,362.26	Ordinary	2,651
4/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-165,249	-203,256.27	Ordinary	165,249
4/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-155,091	-190,761.93	Ordinary	155,091
4/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-52,627	-64,731.21	Ordinary	52,627
5/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-1,887	-2,366.49	Ordinary	1,887
6/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-46,114	-58,075.97	Ordinary	46,114
7/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-20,815	-26,349.71	Ordinary	20,815
7/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-84,780	-107,187.35	Ordinary	84,780
8/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-20,434	-26,942.23	Ordinary	20,434
8/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-9,718	-12,813.18	Ordinary	9,718
8/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-273,350	-363,555.50	Ordinary	273,350
11/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-44,034	-60,652.43	Ordinary	44,034
20/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-6,355	-8,751.47	Ordinary	6,355
21/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-16,263	-22,316.09	Ordinary	16,263
27/5/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-13,440	-18,149.38	Ordinary	13,440
1/6/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-10,301	-13,922.83	Ordinary	10,301
2/6/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-25,570	-34,575.75	Ordinary	25,570
2/6/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-147,390	-199,389.19	Ordinary	147,390
	<b>Total</b>		<b>-1,576,484</b>	<b>-2,016,874.39</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
23/4/2020	State Street Bank & Trust Company	Buy	2,422	3,029.20	Ordinary	2,422
23/4/2020	State Street Bank & Trust Company	Buy	4,218	5,275.45	Ordinary	4,218
23/4/2020	State Street Bank & Trust Company	Buy	2,812	3,516.97	Ordinary	2,812
	<b>Total</b>		<b>9,452</b>	<b>11,821.62</b>		

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<b>Pendal Fund Services Limited</b>			<b>-1,567,032</b>	<b>-2,005,052.77</b>		
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#### **Pendal Institutional Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-5,815	-6,978.58	Ordinary	5,815
2/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-1,833	-2,199.78	Ordinary	1,833
3/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-157	-190.90	Ordinary	157
6/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-1,442	-1,730.40	Ordinary	1,442
9/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-71	-85.20	Ordinary	71
14/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-4,853	-5,823.60	Ordinary	4,853
21/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-28,962	-36,202.50	Ordinary	28,962
21/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-10,284	-12,855.00	Ordinary	10,284
22/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-543	-685.32	Ordinary	543
23/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-4,036	-5,053.88	Ordinary	4,036
23/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-44,097	-55,672.46	Ordinary	44,097
24/04/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-473	-599.91	Ordinary	473
4/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-32,736	-40,265.28	Ordinary	32,736
4/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-29,036	-35,714.28	Ordinary	29,036
4/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-18,742	-23,052.66	Ordinary	18,742
5/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-325	-407.58	Ordinary	325
6/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-7,666	-9,654.56	Ordinary	7,666
6/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-20,498	-25,815.18	Ordinary	20,498
7/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-3,584	-4,536.99	Ordinary	3,584
7/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-14,597	-18,454.99	Ordinary	14,597
8/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-389	-512.90	Ordinary	389
8/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-4,803	-6,332.76	Ordinary	4,803
8/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-47,065	-62,596.45	Ordinary	47,065
11/05/2020	HSBC Custody Nominees (Australia) Limited.	Sell	-20,035	-27,596.21	Ordinary	20,035
	<b>Total</b>		<b>-302,042</b>	<b>-383,017.36</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/4/2020	National Nominees Limited	Sell	-1,183	-1,419.72	Ordinary	1,183
3/4/2020	National Nominees Limited	Sell	-24	-29.18	Ordinary	24
6/4/2020	National Nominees Limited	Sell	-223	-267.60	Ordinary	223
9/4/2020	National Nominees Limited	Sell	-11	-13.20	Ordinary	11
14/4/2020	National Nominees Limited	Sell	-751	-901.20	Ordinary	751
21/4/2020	National Nominees Limited	Sell	-1,728	-2,160.00	Ordinary	1,728
21/4/2020	National Nominees Limited	Sell	-19,437	-24,296.25	Ordinary	19,437
22/4/2020	National Nominees Limited	Sell	-84	-106.02	Ordinary	84
23/4/2020	National Nominees Limited	Sell	-625	-782.63	Ordinary	625
23/4/2020	National Nominees Limited	Sell	-6,823	-8,614.04	Ordinary	6,823
24/4/2020	National Nominees Limited	Sell	-73	-92.59	Ordinary	73
4/5/2020	National Nominees Limited	Sell	-25,141	-30,923.43	Ordinary	25,141
5/5/2020	National Nominees Limited	Sell	-50	-62.71	Ordinary	50
6/5/2020	National Nominees Limited	Sell	-20,098	-25,311.42	Ordinary	20,098
7/5/2020	National Nominees Limited	Sell	-554	-701.31	Ordinary	554
7/5/2020	National Nominees Limited	Sell	-2,259	-2,856.05	Ordinary	2,259
8/5/2020	National Nominees Limited	Sell	-803	-1,058.76	Ordinary	803
8/5/2020	National Nominees Limited	Sell	-7,283	-9,686.39	Ordinary	7,283
	<b>Total</b>		<b>-87,150</b>	<b>-109,282.48</b>		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/04/2020	State Street Bank & Trust Company	Sell	-15,941	-19,130.79	Ordinary	15,941
2/04/2020	State Street Bank & Trust Company	Sell	-7,880	-9,456.79	Ordinary	7,880
3/04/2020	State Street Bank & Trust Company	Sell	-327	-397.60	Ordinary	327
3/04/2020	State Street Bank & Trust Company	Sell	-162	-196.98	Ordinary	162
6/04/2020	State Street Bank & Trust Company	Sell	-3,006	-3,607.20	Ordinary	3,006
6/04/2020	State Street Bank & Trust Company	Sell	-1,486	-1,783.20	Ordinary	1,486
9/04/2020	State Street Bank & Trust Company	Sell	-148	-177.60	Ordinary	148
9/04/2020	State Street Bank & Trust Company	Sell	-73	-87.60	Ordinary	73
14/04/2020	State Street Bank & Trust Company	Sell	-10,115	-12,138.00	Ordinary	10,115
14/04/2020	State Street Bank & Trust Company	Sell	-5,000	-6,000.00	Ordinary	5,000
22/04/2020	State Street Bank & Trust Company	Sell	-1,132	-1,428.70	Ordinary	1,132
22/04/2020	State Street Bank & Trust Company	Sell	-560	-706.78	Ordinary	560
23/04/2020	State Street Bank & Trust Company	Sell	-8,413	-10,534.76	Ordinary	8,413
23/04/2020	State Street Bank & Trust Company	Sell	-66,576	-84,052.20	Ordinary	66,576
23/04/2020	State Street Bank & Trust Company	Sell	-25,332	-31,981.65	Ordinary	25,332
23/04/2020	State Street Bank & Trust Company	Sell	-4,159	-5,207.90	Ordinary	4,159
23/04/2020	State Street Bank & Trust Company	Sell	-21,974	-27,742.18	Ordinary	21,974
23/04/2020	State Street Bank & Trust Company	Sell	-23,459	-29,616.99	Ordinary	23,459
24/04/2020	State Street Bank & Trust Company	Sell	-985	-1,249.28	Ordinary	985
24/04/2020	State Street Bank & Trust Company	Sell	-487	-617.66	Ordinary	487
4/05/2020	State Street Bank & Trust Company	Sell	-14,559	-17,907.57	Ordinary	14,559
4/05/2020	State Street Bank & Trust Company	Sell	-6,819	-8,387.37	Ordinary	6,819
5/05/2020	State Street Bank & Trust Company	Sell	-677	-849.03	Ordinary	677



5/05/2020	State Street Bank & Trust Company	Sell	-335	-420.12	Ordinary	335
7/05/2020	State Street Bank & Trust Company	Sell	-7,470	-9,456.27	Ordinary	7,470
7/05/2020	State Street Bank & Trust Company	Sell	-27,967	-35,358.68	Ordinary	27,967
7/05/2020	State Street Bank & Trust Company	Sell	-2,457	-3,106.39	Ordinary	2,457
7/05/2020	State Street Bank & Trust Company	Sell	-3,692	-4,673.70	Ordinary	3,692
7/05/2020	State Street Bank & Trust Company	Sell	-3,510	-4,437.69	Ordinary	3,510
7/05/2020	State Street Bank & Trust Company	Sell	-11,530	-14,577.38	Ordinary	11,530
8/05/2020	State Street Bank & Trust Company	Sell	-10,821	-14,267.49	Ordinary	10,821
8/05/2020	State Street Bank & Trust Company	Sell	-98,095	-130,466.35	Ordinary	98,095
8/05/2020	State Street Bank & Trust Company	Sell	-5,349	-7,052.66	Ordinary	5,349
8/05/2020	State Street Bank & Trust Company	Sell	-48,492	-64,494.36	Ordinary	48,492
12/05/2020	State Street Bank & Trust Company	Sell	-3	-4.13	Ordinary	3
20/05/2020	State Street Bank & Trust Company	Sell	-4,891	-6,735.40	Ordinary	4,891
20/05/2020	State Street Bank & Trust Company	Sell	-2,424	-3,338.09	Ordinary	2,424
21/05/2020	State Street Bank & Trust Company	Sell	-12,515	-17,173.08	Ordinary	12,515
21/05/2020	State Street Bank & Trust Company	Sell	-6,202	-8,510.38	Ordinary	6,202
27/05/2020	State Street Bank & Trust Company	Sell	-10,342	-13,965.84	Ordinary	10,342
27/05/2020	State Street Bank & Trust Company	Sell	-5,126	-6,922.15	Ordinary	5,126
1/06/2020	State Street Bank & Trust Company	Sell	-7,927	-10,714.13	Ordinary	7,927
1/06/2020	State Street Bank & Trust Company	Sell	-3,929	-5,310.44	Ordinary	3,929
2/06/2020	State Street Bank & Trust Company	Sell	-19,678	-26,608.59	Ordinary	19,678
2/06/2020	State Street Bank & Trust Company	Sell	-23,745	-32,122.24	Ordinary	23,745
2/06/2020	State Street Bank & Trust Company	Sell	-60,006	-81,176.12	Ordinary	60,006
2/06/2020	State Street Bank & Trust Company	Sell	-29,672	-40,140.28	Ordinary	29,672
2/06/2020	State Street Bank & Trust Company	Sell	-9,752	-13,186.65	Ordinary	9,752
2/06/2020	State Street Bank & Trust Company	Sell	-1,958	-2,648.78	Ordinary	1,958
2/06/2020	State Street Bank & Trust Company	Sell	-29,855	-40,387.84	Ordinary	29,855
2/06/2020	State Street Bank & Trust Company	Sell	-24,400	-33,008.32	Ordinary	24,400
2/04/2020	State Street Bank & Trust Company	Sell	-15,941	-19,130.79	Ordinary	15,941
2/04/2020	State Street Bank & Trust Company	Sell	-7,880	-9,456.79	Ordinary	7,880
3/04/2020	State Street Bank & Trust Company	Sell	-327	-397.60	Ordinary	327
3/04/2020	State Street Bank & Trust Company	Sell	-162	-196.98	Ordinary	162
6/04/2020	State Street Bank & Trust Company	Sell	-3,006	-3,607.20	Ordinary	3,006
	<b>Total</b>		<b>-691,413</b>	<b>-903,521.36</b>		

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**Pendal Institutional Limited**

**-1,080,605**

**-1,395,821.19**

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