

22 December 2021

ASX Announcement

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

MoneyMe Limited (ASX:MME) (**MoneyMe** or the **Company**) announces that an Extraordinary General Meeting of Shareholders will be held on Tuesday, 1 February 2022 at 11.00am (Sydney time) (**Meeting**). The Meeting will be held entirely as a virtual meeting.

A letter describing how MoneyMe shareholders can access the Notice of Meeting electronically will be despatched to MoneyMe shareholders today. A copy of the Notice of Meeting and Voting Form accompanies this Announcement. A copy of the Virtual Meeting Online Guide referred to in the Notice of Meeting is also attached.

The Extraordinary General Meeting has been primarily called to consider a resolution required to give effect to the proposed acquisition by MoneyMe of SocietyOne Holdings Pty Ltd (**SocietyOne**) as announced on 17 December 2021 (**Acquisition**). The passing of the resolution is a condition of the Acquisition. The Meeting will also consider a second resolution to ratify the issue of Warrants issued in November 2021.

The MoneyMe Directors unanimously recommend that shareholders vote in favour of both resolutions to be proposed at the EGM on the basis set out in the Notice of Meeting and Explanatory Memorandum, although the Director's voting recommendation for Resolution 1 is in the absence of a Superior Proposal as outlined in the Explanatory Memorandum. Each Director who is entitled to vote on Resolution 1 at the Extraordinary General Meeting has indicated that they intend to vote in favour of Resolution 1 in respect of all Shares they own or control, in the absence of a Superior Proposal.

Authorised on behalf of the MoneyMe Board and Disclosure Committee by:

Clayton Howes
Managing Director & CEO

ENDS

For further information please contact:

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For general investor enquiries, please email investors@moneyme.com.au

About MoneyMe

MoneyMe is a leader in innovation with its own technology (Horizon Technology Platform) and AI to deliver highly automated innovative credit products and customer experiences.

MoneyMe originates through a diversified mix of credit products and distribution channels to create significant scale and long-term customer advantages. Our automotive finance, personal loans, revolving line of credit and at point-of-sale instalment products are for credit approved customers who are seeking simplicity, fair pricing and flexibility.

Our technology platform enables applications to be completed and checked within minutes, security to be established, funds to be disbursed, or credit limits to be available, to the customer shortly after approval.

MoneyMe is an ASX-listed, licensed and regulated credit provider operating in Australia.

22 December 2021

Dear Shareholder

MoneyMe's Extraordinary General Meeting

On behalf of the Board of Directors of MoneyMe Limited (**MoneyMe** or the **Company**), I am pleased to invite you to an Extraordinary General Meeting of shareholders of MoneyMe (**EGM** or **Meeting**), to be held on Tuesday, 1 February 2022 commencing at 11.00am (Sydney time).

The Extraordinary General Meeting has been primarily called to consider a resolution required to give effect to the proposed acquisition by MoneyMe of SocietyOne Holdings Pty Ltd (**SocietyOne**) as announced on 17 December 2021 (**Acquisition**). The passing of the resolution is a condition of the Acquisition. The Meeting will also consider a second resolution to ratify the issue of Warrants issued in November 2021.

I encourage you to read the enclosed Notice of Meeting, including the Explanatory Memorandum, and to cast a direct vote or lodge a directed proxy in advance of the meeting by following the instructions on your Voting Form. Your Voting Form was enclosed with the letter you received advising you of the arrangements for the EGM and how to access the Notice of Meeting electronically.

Your Directors unanimously recommend that shareholders vote in favour of both resolutions to be proposed at the EGM on the basis set out in the Notice of Meeting and Explanatory Memorandum. Each Director who is entitled to vote on Resolution 1 at the Extraordinary General Meeting has indicated that they intend to vote in favour of Resolution 1 in respect of all Shares they own or control, in the absence of a Superior Proposal as outlined in the Explanatory Memorandum.

MoneyMe is focused on ensuring the health and safety of our people and our shareholders. Due to the COVID-19 pandemic, we have decided that this EGM will be held entirely virtually rather than at a physical location. Shareholders may join the virtual EGM via the Online Platform accessible at <https://meetings.linkgroup.com/MME22> (**Online Platform**).

Participating in the EGM via the Online Platform will provide you with similar opportunities as you would have attending a meeting in person. You will be able to vote in real time and ask questions live during the meeting. You will also be able to ask questions via telephone. However, please note that you will not be able to vote by telephone.

Further details on how to participate, including how to vote and ask questions, at the virtual EGM are set out in the attached Notice of Meeting and Explanatory Memorandum, your Voting Form and in our share registry's Virtual Meeting Online Guide (**Online Guide**). The Online Guide contains information about which browsers are compatible with the Online Platform, and about logging in and navigating the site. The Online Guide is available on our website at <https://investors.moneyme.com.au/meetings>.

Thank you for your continued support of MoneyMe and I look forward to your attendance at the virtual meeting.

Yours sincerely,



Peter Coad
Independent Non-Executive Chairman

MONEYME LIMITED ACN 636 747 414

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting (**Meeting** or **EGM**) of Shareholders of MoneyMe Limited ACN 636 747 414 (**MoneyMe** or **Company**) will be held:

Date: Tuesday, 1 February 2022

Time: 11.00am (Sydney time)

Venue: Online at <https://meetings.linkgroup.com/MME22>

It is recommended that shareholders log in to the Online Platform at least 15 minutes prior to the scheduled start time for the Meeting on a supported web browser on their computer or online device. To log in to the Meeting, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), which is printed at the top of their Voting Form, along with their postcode.

The Explanatory Memorandum and the Voting Form are incorporated in and form part of this Notice of Meeting. The Voting Form was enclosed with the letter from the Company dated the same date as this Notice of Meeting advising you of the arrangements for the EGM and how to access this Notice of Meeting electronically.

The business of the meeting is to consider two Resolutions for which Shareholder approval is sought. Details of each of these items are set out below.

Resolutions for approval

1. Approval of the issue of Consideration Shares to SocietyOne Shareholders

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue the Consideration Shares to SocietyOne Shareholders at the time of completion of the acquisition of SocietyOne and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Please refer to the voting exclusion statement in the following notes.

2. Ratification of issue of Warrants

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue by the Company of 5,000,000 Warrants on 2 November 2021, as announced to ASX on 27 September 2021 and otherwise described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Please refer to the voting exclusion statement in the following notes.

Explanatory Memorandum

An Explanatory Memorandum in respect of the Resolutions accompanies this Notice of Meeting. Expressions, terms or abbreviations defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By Order of the Board
22 December 2021



Jonathan Swain
Company Secretary

Voting Exclusion Statements

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1 (“Approval of the issue of Consideration Shares to SocietyOne Shareholders”) by or on behalf of:
 - (i) a SocietyOne Shareholder entitled to receive Shares in MoneyMe under the Merger Implementation Agreement in connection with the Acquisition; and
 - (ii) any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder of ordinary securities in the Company), or an associate of that person or those persons.
- (b) Resolution 2 (“Ratification of issue of Warrants”) by or on behalf of a person who participated in the issue of Warrants or an associate of that person or those persons.

However, the voting exclusions described above do not apply to a vote cast in favour of Resolutions 1 or 2 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with the directions given to the proxy or attorney to vote on the relevant Resolution in that way; or
- (b) the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the Chair to vote on the relevant Resolution as the Chair decides; or
- (c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Resolution; and
 - (ii) the Shareholder votes on the relevant Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

Participation and Voting at the Meeting

Entitlement to Attend and Vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of MoneyMe as at 7.00pm (Sydney time) on Sunday, 30 January 2022 will be entitled to attend and vote at the EGM.

If more than one joint holder of shares is present at the EGM (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Registration

Shareholders can register to participate in the EGM via the online platform at <https://meetings.linkgroup.com/MME22>.

Registration for the EGM will commence from 10.00am (Sydney time) on Tuesday, 1 February 2022 (one hour before the EGM).

Using the Online Platform

We recommend logging in to the Online Platform at least 15 minutes prior to the scheduled start time for the EGM using the instructions below:

- Enter <https://meetings.linkgroup.com/MME22> into a web browser on your computer or online device;
- Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**); and
- proxyholders will need their proxy code which the Share Registry will provide via email no later than 24 hours prior to the Meeting.

Live Voting Online – During the Meeting

Online voting will be open between the commencement of the EGM at 11.00am (Sydney time) on Tuesday, 1 February 2022 and the time at which the Chair announces voting closure. More information about online participation in the Extraordinary General Meeting is available in the Online Guide available on our website at <https://investors.moneyme.com.au/meetings>.

Direct Voting

Alternatively, a Shareholder may vote directly in accordance with the instructions contained on the Voting Form. If a Shareholder who is entitled to vote at the Meeting appoints a proxy, they may specify the way that the proxy is to vote in relation to a Resolution and indicate that the specification is to be regarded as a direct vote. A direct vote will enable Shareholders to vote on the Resolutions considered at the Meeting by lodging their votes with the Company prior to the Meeting (and by the deadline set out in the 'Submission of Voting Forms' section below). Direct voting is another way for Shareholders to exercise their voting rights at the Meeting.

If you cast a direct vote prior to the Meeting you may still participate in the Meeting. If you participate in the Meeting, the Chair has determined that your direct vote will not be cancelled unless you cast a live vote during the Meeting.

Appointment of Proxy

If you are a Shareholder entitled to attend and vote, you may appoint a proxy to attend and act on your behalf at the EGM or to cast a direct vote in advance of the Meeting. A proxy need not be a

shareholder of the Company and can be an individual or a body corporate. You may appoint a proxy either online at www.linkmarketservices.com.au or by completing and submitting a Voting Form prior to the Meeting.

If a Shareholder is entitled to cast two or more votes at the EGM, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Rule 5.11(f)(i) of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you require an additional Voting Form, please contact the Share Registry on 1300 554 474.

Submission of Voting Forms

To be effective, your completed Voting Form must be received at the Share Registry of the Company no later than **11.00am (Sydney time) on Sunday, 30 January 2022**, being 48 hours before the start of the EGM. An original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to the Share Registry. Proxies must be received before that time by one of the following methods:

Online	By logging onto the Link Market Services Limited website at www.linkmarketservices.com.au and following the instructions on the Voting Form, or by scanning the QR code on the back of your Voting Form using a mobile device.
By post	By posting the Voting Form to the following address: <i>MoneyMe Limited</i> <i>c/- Link Market Services Limited</i> <i>Locked Bag A14, Sydney South NSW 1235</i>
By hand	By delivering the Voting Form in person to the following address between the hours of 9.00am to 5.00pm Monday to Friday (excluding public holidays), and subject to all applicable public health orders and restrictions: <i>MoneyMe Limited</i> <i>c/- Link Market Services Limited</i> <i>Level 12, 680 George Street, Sydney, NSW 2000</i>
By fax	By faxing the Voting Form to +61 2 9287 0309

To be valid, a Voting Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the EGM. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by the Share Registry no later than 11.00am (Sydney time) on Sunday, 30 January 2022, being 48 hours before the start of the EGM.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the EGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should provide to the Company's share registry a properly executed letter or other document confirming its authority to act as the company's representative prior to the EGM. A Certificate of Appointment of Corporate

Representative form may be obtained from the Company's Share Registry or online at www.linkmarketservices.com.au.

Voting and Required Majority

The Resolutions are ordinary resolutions, which will be passed if a simple majority of votes cast on the relevant Resolution are in favour of the relevant Resolution. Voting on each of the proposed Resolutions at this Meeting will be conducted by a poll, rather than on a show of hands. Subject to the voting exclusions, on a poll every Shareholder has one vote for each Share held.

Chair's Voting Intentions

If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 1 or 2, then by submitting the Voting Form you will be expressly authorising the Chair to exercise your proxy on the Resolution. Subject to any voting exclusions or restrictions, the Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution although the Chair's voting intention in relation to undirected proxies for Resolution 1 is in the absence of a Superior Proposal as outlined in the Explanatory Memorandum.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a Shareholder (including by attorney or corporate representative) is conclusive.

Shareholder Questions

Shareholders will be given a reasonable opportunity during the EGM to ask questions or make comments in relation to the business of the Meeting. Questions may be asked during the EGM either via the Online Platform or via telephone.

Shareholders and proxyholders may ask questions via the Online Platform by typing those questions into the Online Platform. Shareholders wishing to ask questions via the Online Platform will need their SRN or HIN which is printed at the top of their Voting Form. Proxyholders wishing to ask questions via the Online Platform will need their proxy code, which the Share Registry will provide via email no later than 24 hours prior to the EGM.

Shareholders and proxyholders wishing to ask questions via telephone will need to request a personalised PIN before the EGM.

To request a PIN, please contact the Share Registry on 1800 990 363 by no later than **5.00pm on Monday, 31 January 2022**. Dial-in details for the EGM and contact details for the Share Registry are included in the Virtual Meeting Online Guide. Even if you plan to ask questions by telephone, you will still need to log into the Online Platform if you wish to vote during the Meeting.

Shareholders who are unable to attend the virtual EGM or who may prefer to submit questions in advance may do so by logging onto www.linkmarketservices.com.au, selecting Voting then clicking Ask a Question.

To allow time to collate questions and prepare answers, please submit any questions by **5.00pm (Sydney time) on Monday, 31 January 2022**. Questions will be collated and, during the EGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the EGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

Conduct of Meeting

MoneyMe is committed to ensuring that its Shareholder meetings are conducted in a manner which provides Shareholders and proxyholders who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. MoneyMe will not

allow conduct at any Shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers as Chair to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending Shareholders.

In the event that technical issues arise during the Meeting, MoneyMe will have regard to the impact of those issues on Shareholders participating and casting votes online and the Chair of the Meeting may, in exercising his powers as Chair, issue any instructions for resolving the issue and may continue the Meeting if it is appropriate to do so.

Forward Looking Statements

This Notice of Meeting, including the Explanatory Memorandum, may contain certain forward looking statements. Forward looking statements are based on the Company's current expectations about future events. Any forward looking statements are subject to known and unknown risks, uncertainties and assumptions, some of which may be out of the control of the Company and the Directors, which may cause actual results, performance or achievements to differ from future results, performance or achievements expressed or implied by the use of forward looking statements.

Forward looking statements can be identified by the use of words including, but not limited to, 'anticipates', 'intends', 'will', 'should', 'expects', 'plans' or other similar words. Any forward looking statements in the Explanatory Memorandum reflect views held only as at the date of the Explanatory Memorandum. Subject to any continuing obligations under law or the ASX Listing Rules, the Company and the SocietyOne Shareholders have no obligation to disseminate, after the date of the Explanatory Memorandum, any updates or revisions to any forward looking statements to reflect any change in expectation in relation to those statements or any change in events, conditions or circumstances on which any such statement is based.

None of the Company, SocietyOne, the SocietyOne Shareholders or their respective officers, directors, employees, contractors, agents or advisers or any person named in the Explanatory Memorandum or involved in the preparation of the Explanatory Memorandum makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement. Accordingly, you are cautioned not to place undue reliance on those statements.

Responsibility statement

MoneyMe has been solely responsible for preparing the MoneyMe Information. The MoneyMe Information concerning MoneyMe and the intentions, views and opinions of MoneyMe and the MoneyMe Directors contained in this Notice of Meeting have been prepared by MoneyMe and the MoneyMe Directors and is the responsibility of MoneyMe. SocietyOne and its directors and officers do not assume any responsibility for the accuracy or completeness of any MoneyMe Information.

SocietyOne has been solely responsible for preparing the SocietyOne Information. The SocietyOne Information concerning SocietyOne and the intentions, views and opinions of SocietyOne and the SocietyOne Directors contained in this Notice of Meeting have been prepared by SocietyOne and the SocietyOne Directors and is the responsibility of SocietyOne. MoneyMe and its directors and officers do not assume any responsibility for the accuracy or completeness of any SocietyOne Information.

Link Market Services Limited has had no involvement in the preparation of any part of this Notice of Meeting other than being named as the MoneyMe Share Registry. Link Market Services Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Notice of Meeting.

Date

This Notice of Meeting and Explanatory Memorandum is dated 22 December 2021.

MONEYME LIMITED

ACN 636 747 414

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist Shareholders to consider the Resolutions set out in the Notice of Meeting. It forms part of and should be read in conjunction with the Notice of Meeting. The Board recommends that MoneyMe Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The Board also recommends that MoneyMe Shareholders read in full the following ASX Announcements (including any accompanying Investor Presentations) released by the Company before making any decisions in relation to the Resolutions:

- the ASX Announcements dated 17 December 2021 in respect of the Acquisition; and
- the ASX Announcement dated 27 September 2021 in respect of the Warrants.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary contained in this Explanatory Memorandum.

1 Overview of Proposed Transaction

1.1 Background

The Company is proposing to acquire SocietyOne Holdings Pty Ltd ACN 150 963 723 (**SocietyOne**). The acquisition will be effected by MoneyMe Limited ACN 636 747 414 (**MoneyMe** or the **Company**) acquiring all of the shares on issue in the capital of SocietyOne (**Proposed Transaction** or **Acquisition**) in consideration for the issue of MoneyMe shares (**Scrip Consideration**) or cash consideration (**Cash Consideration**), as elected by the SocietyOne Shareholders but so that SocietyOne Shareholders holding no less than 92.5% of all SocietyOne Shares elect to receive MoneyMe Shares under the Proposed Transaction.

The Acquisition was announced to the ASX on 17 December 2021. To implement the Acquisition, the Company and SocietyOne entered into a merger implementation agreement on that date (**MIA**). A summary of the terms of the MIA is set out in section 2.1 of this Explanatory Memorandum.

Under the Acquisition, the Company will issue MoneyMe Shares (**Consideration Shares** or **Scrip Consideration**) to those SocietyOne Shareholders who elect to receive MoneyMe Shares in exchange for their shares in SocietyOne. The final number of Consideration Shares to be issued will depend on the elections made by the SocietyOne Shareholders, but will be no less than 69,593,540 MoneyMe Shares (assuming elections are made in respect of 92.5% of the total number of SocietyOne Shares on issue) and no more than 75,236,259 MoneyMe Shares (assuming elections are made in respect of all of the SocietyOne Shares on issue). As at 17 December 2021, being the date of announcement of the Acquisition, elections to receive Scrip Consideration have been received in respect of 78% of the total number of SocietyOne Shares on issue.

The issue by MoneyMe of the maximum number of Consideration Shares would represent approximately 30.5% of MoneyMe's total issued Shares immediately following completion of the Acquisition¹. MoneyMe intends to announce to ASX the final number of MoneyMe Shares to be issued under the Acquisition once that information is known.

¹ This assumes that no other securities are issued by the Company before Completion.

The Consideration Shares will be issued on the basis that they rank equally in all respects with the other ordinary shares in MoneyMe on issue when the Consideration Shares are issued. Application will be made for quotation of those Consideration Shares on ASX.

If Completion of the Proposed Transaction occurs, SocietyOne may nominate a person to become a director of MoneyMe.

There is only one Resolution which needs to be considered and passed by Shareholders at the Extraordinary General Meeting to permit the Company to proceed with the Acquisition, being approval of the issue of the Consideration Shares for the purposes of ASX Listing Rule 7.1 (the **Resolution**). If the Resolution is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and the Acquisition cannot be completed.

1.2 Strategic Rationale for the Acquisition

Based on the MoneyMe Share price of \$1.76 as at the close of trading on ASX on 16 December 2021 and assuming all SocietyOne shareholders were to elect to receive MoneyMe Shares, the Acquisition implies an equity value of approximately A\$132 million for SocietyOne and is expected to be accretive to the Company on a revenue per share basis in FY23, based on the market consensus FY23 revenue forecasts of equities research analysts covering MoneyMe. The Acquisition builds on the Company's strategy and the Board believes that potential advantages to Shareholders of the Company proceeding with the Acquisition are as follows:

- (a) **Significant operating leverage through increased scale:** the transaction is expected to create a leading integrated digital lending business and unlocks operating leverage from operating the businesses on one platform;
- (b) **Material cost synergy opportunity:** significant cost synergies identified by removing duplication across functions, systems, premises and processes;
- (c) **Large revenue synergy opportunity:** to penetrate SocietyOne's unique and high quality customer base with MoneyMe's more diverse product suite and improve SocietyOne customer experience (reduce time to fund from ~1-2 days to ~1-2 hours);
- (d) **Unlocks new distribution opportunities:** the transaction expands MoneyMe's network of brokers who write loans on behalf of MoneyMe, provides access to SocietyOne's credit score tool which is a source of new customers leads and also provides potential other new products as part of SocietyOne's banking-as-a-service partnership with Westpac Banking Corporation; and
- (e) **Leverage power of combined data:** increase revenue and improved credit risk management through advancements in credit underwriting, artificial intelligence, marketing and customer behaviour analysis.

1.3 About SocietyOne

SocietyOne is an Australian based, digital finance platform that provides unsecured and secured personal loans, alongside supplementary financial products such as a credit score tool and a banking as a service product. SocietyOne's mission is to provide a better deal to borrowers and investors. SocietyOne has a "lending led" ecosystem focused on acquiring quality customers via branded marketing activities which leverage existing strong media partnerships. Since commencing operations in 2012, SocietyOne has helped over 75,000 customers and arranged over \$1 billion in loans.

SocietyOne's unsecured loans ranging from \$5,000 to \$50,000 and secured personal loans of up to \$70,000 are used by customers for a variety of purposes, including debt consolidation, motor vehicle purchase, home improvements, major purchases such as for household goods, or for personal experiences such as weddings, education or holidays. SocietyOne is also launching an Auto loan product, expanding its loan offerings to customers and entering the large auto financing market.

SocietyOne tailors customer pricing to the individual's circumstances such as borrowing history and loan amount, with the objective of offering customers a better interest rate than they would likely get from a major bank. Personal loan customers receive an interest rate of 4.95% p.a. to 19.99% p.a. based on their credit worthiness, with new customers paying an interest rate of 12.40% p.a. on average.

In February 2020, SocietyOne launched their credit score product driving customer engagement with the SocietyOne brand and amplifying lead generation through connecting SocietyOne with customers who may be in the market for a personal loan, or eligible for one in the future. The launch of the credit score product has increased overall traffic to SocietyOne's website and led to strong growth in the overall number of customers serviced.

Additionally, in February 2021, SocietyOne announced a partnership with Westpac, to provide customers with access to banking products with the aim of building longer, deeper relationships with those customers. This service is intended to provide an anchor to extend customers offerings with expanded products and services, like mortgages, over time.

SocietyOne's growth trajectory is built on scaling digital acquisition and improving conversion of customers visiting the SocietyOne website. At the core of SocietyOne's growth strategy is the provision of enhanced customer experiences, broadening the products and services offered to customers, expanding its broker distribution channel and transitioning to a warehouse-led funding model to generate higher margins, facilitate more competitively priced products and, ultimately, provide better returns for SocietyOne.

SocietyOne's products and services are provided through a simple digital application process, which uses cloud-based technologies to lower the costs associated with traditional financing services and speed up customer approval and time to funding.

SocietyOne's service experience delivers strong customer satisfaction, demonstrated through a number of measures, including an approximately 67 customer NPS, 4.7 stars on ProductReview and 4.7 stars on Google. A recent YouGov brand study commissioned by SocietyOne shows that SocietyOne's prompted brand awareness is 1.9-2.7 times higher than its peers.

1.4 Combined Group information

The following table provides a pro forma analysis of the Company assuming completion of the Acquisition:

Metric	(1) Company	(2) SocietyOne	(1) + (2) Pro Forma
Loan Originations (last 12 months to Nov-21)	639	278	917
Gross receivables (Nov-21)	542	392	934
1Q FY22 gross revenue ¹	23	14	37
1Q FY22 gross revenue annualized (being 1Q FY22 revenue multiplied by 4) ¹	92	54	146
FY21 revenue	58	50 ³	108
FY21 cash NPAT ^{2,3}	12	3	15

Notes:

1. SocietyOne's financials have been shown on a pro forma basis including interest income, fee income, impairment expense and interest expense on loans originated by SocietyOne but funded off balance sheet under SocietyOne's discontinued peer to peer funding program. For the purposes of the pro forma financials, the interest and revenue of the peer to peer loans has been added as part of SocietyOne revenue and management fees earned by SocietyOne for managing the peer to peer loans have been deducted. The intention is to illustratively show the income statement under a scenario whereby all of the SocietyOne loans had been funded by SocietyOne on balance sheet as if the transition from peer to peer funding program to all loans being funded on balance sheet had already been completed. The peer to peer funding program has been discontinued, with the existing peer to peer loans in run-off and now all new loans originated by SocietyOne are funded on balance sheet.
2. Defined as statutory net profit after tax (NPAT) adjusted to remove non-recurring expenses and an adjustment to use actual losses rather than the AASB 9 based impairment expense
3. SocietyOne's FY21 NPAT on a statutory basis was (\$10m) which included (\$3m) of provision movements and (\$2m) of share based payments expense.
4. Note that no acquisition accounting entries have been included in the above pro forma financial metrics. The pro forma financial metrics exclude the impact of transaction and integration costs
5. The above table is illustrative only and the pro forma financial metrics included have not been subject to a detailed review / comparison of the accounting policies of the respective companies. SocietyOne income statement and balance sheet line items have been reclassified into the line items used by MoneyMe on an illustrative basis
6. Note that SocietyOne has recently changed its reporting year end from December to June. As a result of this change, the financial statements for the six months to 30 June 2021 have been subject to an audit with the previous audit period covering the 12 months to 31 December 2020.

1.5 Pro forma capital structure

The below table illustrates the capital structure of the Company as at the date of this Notice and upon completion of the Acquisition:

	Minimum Number of Consideration Shares*	%	Maximum Number of Consideration Shares*	%
Existing Shares held by MoneyMe Shareholders**	171,440,001	71.1%%	171,440,001	69.5%
Consideration Shares	69,593,540	28.9%	75,236,259	30.5%
Total Shares on Completion	241,033,541	100%	246,676,260	100%

* The final number of Consideration Shares to be issued will depend on the elections made by the SocietyOne shareholders to receive either Consideration Shares or Cash Consideration, but will be no less than 69,593,540 MoneyMe Shares (assuming elections are made in respect of 92.5% of the total number of SocietyOne Shares on issue) and no more than 75,236,259 MoneyMe shares (assuming elections are made by the holders of all of the SocietyOne Shares that will be on issue as at the time of completion of the Acquisition).

** Includes only fully paid ordinary shares in MoneyMe and excludes the potentially dilutive impact of 1,733,481 unquoted options and 3,535,857 performance rights issued pursuant to the Company's Equity Incentive Plan.

1.6 Indicative timetable for the Acquisition

Subject to the requirements of the ASX Listing Rules, the Company anticipates implementation of the Acquisition in accordance with the following timetable:

Event	Date*
ASX announcement of Acquisition	Friday, 17 December 2021
Notice of Meeting despatched to Shareholders	Wednesday, 22 December 2021

Extraordinary General Meeting to approve the Resolutions	Tuesday, 1 February 2022
Completion and issue of Consideration Shares	Tuesday, 15 March 2022
Quotation and commencement of trading of Consideration Shares	Wednesday, 16 March 2022

Note: * This timetable is indicative only and is subject to change. The Company may alter the dates above, at its absolute discretion, subject to the ASX Listing Rules and the Corporations Act.

2 Resolution 1 – Approval of the issue of Consideration Shares to SocietyOne Shareholders

2.1 About the Acquisition

A summary of the material terms of the Acquisition

(a) Consideration

Upon completion of the Acquisition, which the Company expects to occur on Tuesday, 15 March 2022 (the actual date of completion of the Acquisition, being **Completion**), the Company will provide consideration to SocietyOne Shareholders by way of either the issue of MoneyMe shares (**Consideration Shares**) or the payment of Cash Consideration, as elected by the SocietyOne Shareholders. It is a condition to completion of the Acquisition that SocietyOne Shareholders holding no less than 92.5% of all SocietyOne shares elect to receive MoneyMe Shares under the Proposed Transaction.

The final number of Consideration Shares to be issued will depend on the elections made by the SocietyOne shareholders, but will be no less than 69,593,540 MoneyMe Shares (assuming elections are made in respect of 92.5% of the total number of SocietyOne Shares on issue) and no more than 75,236,259 MoneyMe shares (assuming elections are made in respect of all of the SocietyOne Shares on issue). As at 17 December 2021, being the date of announcement of the Acquisition, elections to receive Scrip Consideration have been received in respect of 78% of the total number of SocietyOne Shares on issue.

The issue of the maximum number of Consideration Shares will represent approximately 30.5% of the Company's total issued Shares immediately following Completion.

Based on the MoneyMe Share price of \$1.76 as at the close of trading on ASX on 16 December 2021 and assuming all SocietyOne shareholders were to elect to receive MoneyMe Shares, the Acquisition implies an equity value of approximately A\$132 million for SocietyOne and is expected to be accretive to the Company on a revenue per share basis in FY23, based on the market consensus FY23 revenue forecasts of equities research analysts covering MoneyMe.

(b) Conditions Precedent

The Acquisition is subject to a number of conditions precedent being satisfied or waived on or by Completion, including but not limited to:

- (i) **(MoneyMe Shareholder approval)** MoneyMe Shareholders approve Resolution 1 at the EGM by ordinary resolution;
- (ii) **(No restraints)** No legal or regulatory restraints prohibiting or impeding Completion;

- (iii) **(No SocietyOne adverse events)** No SocietyOne Material Adverse Change or SocietyOne Prescribed Occurrence occurring prior to Completion;
- (iv) **(No MoneyMe adverse events)** No MoneyMe Material Adverse Change or MoneyMe Prescribed Occurrence occurring prior to Completion;
- (v) **(MoneyMe Share price underperformance)** On no day in the period between the day that is 10 Business Days after the date of the MIA and the Business Day before Completion are the following three requirements all satisfied for the previous 10 consecutive Business Days:
 - (A) the MoneyMe VWAP on ASX over the 10 prior Business Days (subject to adjustments for a capital raising) **(MoneyMe VWAP)** has closed (on ASX) at a level that is at least 25% lower than the base MoneyMe VWAP (calculated as the VWAP of MoneyMe shares over the 15 Business Days immediately prior to the date of the MIA); and
 - (B) the MoneyMe VWAP movement is at least 25 percentage points lower than the average percentage movement of the VWAP of certain listed peers of MoneyMe (subject to adjustments for any corporate actions and any exclusions to the peer group) over the same reference period; and
 - (C) the MoneyMe VWAP movement is at least 25 percentage points lower than the movement in the S&P/ASX 300 Index over the same reference period;
- (vi) **(MoneyMe acquiring 100% of SocietyOne)** pre-emptive rights, tag along rights and drag along rights outlined in a shareholders agreement between SocietyOne shareholders being complied with and completed, and all SocietyOne convertible securities and other securities being dealt with, so as to ensure MoneyMe acquires 100% of SocietyOne on Completion;
- (vii) **(Minimum MoneyMe scrip election)** SocietyOne Shareholders holding at least 92.5% of all SocietyOne shares electing to receive Consideration Shares;
- (viii) **(Consents)** receipt of certain counterparty consents, approvals, waivers or confirmations; and
- (ix) **(SocietyOne Cash balance)** SocietyOne's unrestricted cash balance on Completion being at least \$5 million.

Either the Company or SocietyOne has the right to terminate the Merger Implementation Agreement if Completion has not occurred by 31 March 2022 due to failure of a condition precedent on which the relevant party may rely being satisfied (unless waived by that party).

(c) **Other key terms**

The following is a summary of some other key terms relating to the Acquisition:

- **(Parties)** The MIA has been entered into by MoneyMe, SocietyOne and SocietyOne Shareholders representing 79% of the SocietyOne Shares on issue.
- **(Acquisition)** Under the MIA, MoneyMe will acquire 100% of SocietyOne's shares (including all securities convertible into SocietyOne shares) for consideration that, depending on the elections made by the SocietyOne shareholders, will result in outcomes including:

	92.5% of SocietyOne shares choose MoneyMe scrip	96.25% of SocietyOne shares choose MoneyMe scrip	100% of SocietyOne shares choose MoneyMe scrip
Total number of MoneyMe shares to be issued	69,593,540	72,414,899	75,236,259
Cash Consideration payable by SocietyOne	\$9.7 million	\$4.9 million	Nil

- **(Conduct of business)** SocietyOne and MoneyMe must each conduct their businesses in the ordinary course pending Completion.
- **(Obligation to recommend Resolution 1)** in the absence of a Superior Proposal:
 - the MoneyMe Board must unanimously recommend that MoneyMe Shareholders vote in favour of Resolution 1; and
 - subject to certain exceptions, no MoneyMe Director may change, withdraw, modify or qualify his or her recommendation or make a statement that is inconsistent with this recommendation.
- **(Exclusivity)** During the Exclusivity Period, MoneyMe must not, and must ensure its representatives do not, directly or indirectly:
 - solicit, invite, encourage or initiate (the ‘no shop’);
 - participate in or continue negotiations or discussions (the ‘no talk’); or
 - disclose or otherwise provide any non-public information (the ‘no due diligence’),

with respect to a Competing Proposal, or which would reasonably be expected to encourage or lead to, a Competing Proposal. However, MoneyMe is not required to comply with its obligations under the ‘no talk’ and ‘no due diligence’ provisions in the MIA in relation to a bona fide Competing Proposal where the MoneyMe Board, acting in good faith, determines, after consultation with its financial adviser, that the Competing Proposal is, or could reasonably be considered to become, a Superior Proposal, and after receiving advice from its external legal adviser, that failing to take the action or refuse to take the action (as the case may be) with respect to the Competing Proposal would, or would be reasonably likely to, constitute a breach of the MoneyMe director’s fiduciary or statutory duties.
- **(MoneyMe Break Fee)** MoneyMe must pay a break fee of 1% of the MoneyMe value at signing the MIA if:
 - both of the following occur:
 - a MoneyMe director withdraws or adversely modifies its recommendation that MoneyMe Shareholders vote in favour of Resolution 1, other than as a result of:

a requirement or request by a court or regulatory authority that the MoneyMe director abstain or withdraw from making the recommendation;

failure of a condition precedent in favour of MoneyMe, other than as a result of a breach by MoneyMe; or

MoneyMe being entitled to terminate the MIA; and

- the MoneyMe Shareholders do not vote in favour of Resolution 1; or
- MoneyMe must pay a break fee of \$1.57m if SocietyOne terminates the MIA due to a MoneyMe Material Adverse Change or Prescribed Occurrence.
- **(SocietyOne Break Fee)** SocietyOne must pay a break fee of \$1.57m to MoneyMe if:
 - any SocietyOne Shareholder exercises its rights of pre-emption under the SocietyOne shareholders agreement; or
 - MoneyMe terminates the MIA for breach; or
 - MoneyMe terminates the MIA due to a failure of certain conditions precedent in favour of MoneyMe, including a SocietyOne Material Adverse Change or Prescribed Occurrence.
- **(Termination)** MoneyMe and the SocietyOne Sellers have rights to terminate the MIA as follows:
 - if there is a material breach of the MIA by the other party, they have given notice and details of the breach, and the relevant circumstances continue to exist for 10 business days from the date of notice;
 - in certain circumstances where there is an event or occurrence that would, or does, prevent a condition precedent being satisfied, which is not waived and, after consulting in good faith, the parties are unable to reach an agreement to implement the transaction by alternative means;
 - MoneyMe may terminate if the MoneyMe Board changes, withdraws or modifies its recommendation of Resolution 1 because MoneyMe receives a Competing Proposal and a MoneyMe director determines that the Competing Proposal constitutes a Superior Proposal; and
 - the SocietyOne Sellers may terminate if the MoneyMe Board adversely change or withdraws its recommendation of Resolution 1 or recommends or supports a Competing Proposal.

Voluntary escrow arrangements for the Consideration Shares

Certain SocietyOne Shareholders who elect to receive MoneyMe Shares in consideration for the transfer of their SocietyOne Shares have elected to or will elect to enter into voluntary escrow arrangements with the Company under which they will be restricted from dealing with their Consideration Shares until the start of the third trading day after the date on which the Company releases MoneyMe's 1HFY23 financial results to the ASX. At the date of this Explanatory Memorandum, SocietyOne Shareholders who will on Completion together hold up to a maximum of 60% of the Consideration Shares, have elected to be escrowed. The number of escrowed MoneyMe shares will comprise 18.3% to 18.7% of the MoneyMe Share register post Completion, depending on the level of Scrip Consideration elections.

There are limited circumstances in which the Consideration Shares may be released from escrow prior to the prescribed times set out above, which are materially consistent with the exceptions contained in the voluntarily escrow deeds entered into at the time of MoneyMe's IPO and ASX listing in 2019.

2.2 Background to Resolution 1

Resolution 1 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Consideration Shares to the SocietyOne Shareholders in connection with the acquisition of SocietyOne, of which further detail is set out above in section 2.1 of this Explanatory Memorandum.

The Company is seeking Shareholder approval for Resolution 1 for the purposes of ASX Listing Rule 7.1 and in order to satisfy the shareholder approval condition precedent under the Merger Implementation Agreement. The Company will only issue the Consideration Shares if all conditions precedent under the Merger Implementation Agreement are satisfied or waived in accordance with the terms and conditions of the Merger Implementation Agreement.

2.3 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The agreement to issue the Consideration Shares under the Proposed Transaction does not fall within any of the exceptions to ASX Listing Rule 7.1 in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. The issue of the Consideration Shares therefore requires the approval of Shareholders for the purposes of ASX Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Consideration Shares and proceed with the Acquisition. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and accordingly will not be able to proceed with the Acquisition. Shareholder approval for the issue of the Consideration Shares is a condition precedent to completion of the Acquisition.

2.4 Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1:

The names of the persons to whom the Company will issue the securities or the basis upon which those persons will be identified or selected	The Consideration Shares will be issued to SocietyOne Shareholders.
The number and class of securities that the Company will issue	The maximum number of Consideration Shares to be issued is 75,236,259 MoneyMe Shares.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	The Consideration Shares will be fully paid ordinary shares in the capital of the Company ranking equally with existing Shares from their date of issue. However, certain SocietyOne Shareholders have elected to or will elect to enter into voluntary escrow arrangements with the Company, under which they will be restricted from dealing with their

	Consideration Shares, the terms of which are set out above in section 2.1 of this Explanatory Memorandum.
The date by which the Company will issue the securities	If Shareholders approve Resolution 1, the Company expects to issue the Consideration Shares to the SocietyOne Shareholders on Completion, which the Company expects to occur on or around 15 March 2022, but in any event by no later than 3 months after the date of the Extraordinary General Meeting.
The price or other consideration the Company will receive for the securities	The Consideration Shares will be issued at an issue price equal to the Company's share price at Completion
The purpose of the issue, including the intended use of funds raised by the issue	The Consideration Shares are being issued in connection with the acquisition of SocietyOne under the Merger Implementation Agreement. No funds will be raised from the issue of the Consideration Shares.
If the securities are being issued under an agreement, a summary of the material terms of the agreement	Refer to section 2.1 of this Explanatory Memorandum.

2.5 Board recommendation

It is the view of the Directors that the Acquisition is in the best interests of Shareholders and the Directors unanimously recommend that Shareholders vote in favour of Resolution 1 in the absence of a Superior Proposal.

Each Director who is entitled to vote on Resolution 1 at the Extraordinary General Meeting has indicated that they intend to vote in favour of Resolution 1 in respect of all Shares they own or control in the absence of a Superior Proposal.

2.6 Voting exclusion statement

A voting exclusion statement with respect to Resolution 1 is included in the Notice of Meeting.

3 Resolution 2 – Ratification of issue of Warrants

3.1 Background to Resolution 2

On 27 September 2021, MoneyMe announced that it had formed a strategic funding partnership with Pacific Equity Partners (**PEP**) and secured an initial \$50m funding commitment from funds administered by PEP under a Syndicated Facility Agreement (**SFA**). To align lender and Shareholder returns, the terms of the SFA provide for an additional coupon to be activated when MoneyMe's market valuation appreciates, with the maximum coupon being 4.5% where market valuation increases by 45% or more since entry into the SFA.

The SFA provided for the issue of warrants to PEP, which are able to be settled by PEP at any time during the SFA term through the issuance of new MoneyMe Shares (up to a maximum 5 million Shares, (which represented approximately 3.4% of MoneyMe Shares on issue at the time of the announcement), with the actual number of MoneyMe shares to be determined by dividing the redemption amount by a VWAP) or in cash.

On 2 November 2021 MoneyMe issued 5,000,000 Warrants (**Warrants**) in accordance with the SFA. The issue of the Warrants did not require Shareholder approval as the maximum number of MoneyMe Shares to be issued on conversion of the Warrants was within the Company's 15% limit under ASX Listing Rule 7.1.

3.2 ASX Listing Rules 7.1 and 7.4 and purpose of Resolution 2

The general effect of ASX Listing Rule 7.1 is described above in Resolution 1.

The issue of the Warrants does not fit within any of the exceptions to ASX Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date on which the Warrants were issued.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

If Resolution 2 is not passed, the issue of the Warrants will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities MoneyMe can issue without Shareholder approval over the 12 month period following the issue date of the Warrants.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. To this end, Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Warrants.

3.3 Information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders:

The names of the persons to whom the Company issued the securities or the basis upon which those persons were identified or selected	Funds administered by Pacific Equity Partners.
The number and class of securities the Company issued	5,000,000 Warrants
Summary of the material terms of the Warrants	The Warrants entitle PEP, on exercise, to a maximum of 5 million fully paid ordinary shares in the capital of MoneyMe issued on the same terms and conditions as MoneyMe's existing Shares. They were exercisable at any time during the term of the SFA, as described in MoneyMe's announcement to ASX on 27 September 2021
The date on which the securities were issued	2 November 2021
The price or other consideration the Company has received for the issue	Nil cash consideration. The Warrants were issued in accordance with the terms of the facility described in the Company's announcement to ASX on 27 September 2021

The purpose of the issue, including the use or intended use of the funds raised by the issue	The warrants were issued in connection with the provision of a facility by PEP to MoneyMe, the proceeds of which are being used to fund acceleration of growth across MoneyMe's product suite and to repay MoneyMe's A\$22m secured notes
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3.4 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

3.5 Voting exclusion statement

A voting exclusion statement with respect to Resolution 2 is included in the Notice of Meeting.

ENQUIRIES

All enquiries in relation to the contents of the Notice of Meeting or this Explanatory Memorandum should be directed to the Company Secretary.

Jonathan Swain
Company Secretary
MoneyMe Limited
Email: companysecretary@moneyme.com.au

GLOSSARY

Acquisition	Has the meaning given in section 1.1.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules or Listing Rules	The official listing rules of ASX, as amended or waived from time to time.
Board	Board of Directors of the Company and, where applicable, includes a committee of the Directors.
Cash Consideration	A\$2.32 per SocietyOne Share, as adjusted for the amount of certain payments (if any) that are made by SocietyOne between 30 June 2021 and Completion including but not limited to payments made by SocietyOne to or for the benefit of a SocietyOne Seller or its affiliates (including any dividends).
Combined Group	The Company following completion of the Acquisition.
Company, MoneyMe or MME	MoneyMe Limited ACN 636 747 414.
Competing Proposal	Any proposal, agreement, arrangement or transaction which, if entered into or completed, would result in a third party directly or indirectly: (a) acquiring a relevant interest in 50% or more of all MoneyMe Shares; (b) acquiring control of, or merging with, MoneyMe; or (c) acquiring all or substantially all of the assets or business of the MoneyMe Group, whether by way of takeover bid, members' or creditors' scheme of arrangement, shareholder approved acquisition, capital reduction, buy back, sale or purchase of shares, other securities or assets, assignment of assets and liabilities, incorporated or unincorporated joint venture, dual-listed company (or other synthetic merger), deed of company arrangement, any debt for equity arrangement or other transaction or arrangement.
Completion	Completion of the Proposed Transaction in accordance with the terms and conditions in the Merger Implementation Agreement.

Consideration Shares	Up to 75,236,259 new Shares to be issued to the SocietyOne Shareholders on Completion under the Acquisition.
Constitution	The constitution of the Company (as amended from time to time).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	The directors of the Company.
Explanatory Memorandum	The explanatory memorandum accompanying this Notice of Meeting.
Extraordinary General Meeting	The extraordinary general meeting of Shareholders of the Company convened by this Notice of Meeting.
Merger Implementation Agreement or MIA	The Merger Implementation Agreement dated 17 December 2021 between MoneyMe and SocietyOne Shareholders relating to Implementation of the Acquisition, as announced to the ASX on the same date. See section 2.1.
MoneyMe Information	The information contained in this Notice of Meeting, other than the SocietyOne Information.
MoneyMe Material Adverse Change	Any event or circumstance which has resulted in or is reasonably likely to result in MoneyMe being unable to conduct a material part of its business in the ordinary course for a continuous period of at least two weeks or a temporary restraining order, injunction or other order being made by any court or regulatory authority preventing, prohibiting or otherwise materially adversely affecting MoneyMe's ability to provide credit products to customers, other than certain events or circumstances such as those fairly disclosed by MoneyMe in due diligence or to the ASX in the last three years, or arising from general economic or market conditions, acts of terrorism or war, or arising from COVID-19 or laws in relation thereto.
MoneyMe Prescribed Occurrence	The occurrence on or after the date of the MIA of any of the following in respect of a member of the MoneyMe group, other than events which are fairly disclosed by MoneyMe or agreed to in writing by the SocietyOne shareholders: • certain changes to MoneyMe's equity capital including it converting any of its securities into a larger or smaller number and security splits or reclassifications; • declaring or paying a dividend, undertaking a capital reduction, buy back or otherwise;

	• issuing or agreeing to issue securities, or granting or agreeing to grant an option or performance right over its securities; • making any amendment to its constitution; • disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property; • entering into financial accommodation other than in the ordinary course of business; and • an insolvency event occurring or a member of the MoneyMe group granting, or agreeing to grant, an encumbrance in the whole, or a substantial part, of its business or property.
Notice or Notice of Meeting	This Notice of Extraordinary General Meeting, including the Explanatory Statement and the Voting Form.
Proposed Transaction	Has the meaning given in section 1.1.
Resolution	A resolution referred to in the Notice of Meeting.
Scrip Consideration	Has the same meaning as Consideration Shares.
Share	A fully paid ordinary share in the capital of the Company
Shareholder	A person who holds Shares in the Company.
Share Registry	Link Market Services Limited.
SocietyOne Information	Means information regarding SocietyOne provided by or on behalf of SocietyOne to MoneyMe for inclusion in this Notice of Meeting, including but not limited to the 'About SocietyOne' information contained in section 1.3 and in the definitions provided or approved by SocietyOne or any of its advisers to MoneyMe in the Glossary.
SocietyOne Material Adverse Change	Any event or circumstance which has resulted in or is reasonably likely to result in MoneyMe being unable to conduct a material part of its business in the ordinary course for a continuous period of at least two weeks or a temporary restraining order, injunction or other order being made by any court or regulatory authority preventing, prohibiting or otherwise materially adversely affecting SocietyOne's ability to provide credit products to customers, other than certain events or circumstances such as those fairly disclosed by SocietyOne in due diligence, or arising from general economic or market conditions, acts of terrorism or war, or arising from COVID-19 or laws in relation thereto.
SocietyOne Prescribed Occurrence	The occurrence on or after the date of the MIA of any of the following in respect of a member of the SocietyOne

group, other than events which are fairly disclosed by SocietyOne or agreed to in writing by MoneyMe:

- certain changes to SocietyOne's equity capital including it converting any of its securities into a larger or smaller number and security splits or reclassifications;
- declaring or paying a dividend, undertaking a capital reduction, buy back or otherwise;
- issuing or agreeing to issue securities, or granting or agreeing to grant an option or performance right over its securities;
- making any amendment to its constitution;
- disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;
- entering into financial accommodation other than in the ordinary course of business; or
- an insolvency event occurring or a member of the SocietyOne group granting, or agreeing to grant, an encumbrance in the whole, or a substantial part, of its business or property.

SocietyOne Shares	Fully paid ordinary shares on issue in SocietyOne.
SocietyOne Shareholders	The registered holders of SocietyOne Shares.
SocietyOne Sellers	The SocietyOne shareholders who sign or otherwise accede to the Merger Implementation Agreement.
Superior Proposal	Any bona fide Competing Proposal which the MoneyMe Board, acting in good faith, determines would, if completed substantially in accordance with its terms, be reasonably likely to be more favourable to MoneyMe Shareholders as a whole than the Acquisition, taking into account all the terms and aspects of the Competing Proposal.
VWAP	Volume Weighted Average Price.
Warrants	Has the meaning given in section 3.1.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

MoneyMe Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

VOTING FORM

I/We being a member(s) of MoneyMe Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A

VOTE DIRECTLY



elect to lodge my/our
vote(s) directly (mark box)



in relation to the Extraordinary General Meeting of the Company to be held at **11:00am (AEDT) on Tuesday, 1 February 2022**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

APPOINT A PROXY



the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am (AEDT) on Tuesday, 1 February 2022** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/MME22> (refer to details in the Virtual Meeting Online Guide).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

- 1 Approval of the issue of Consideration Shares to SocietyOne Shareholders

☐	☐	☐
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- 2 Ratification of issue of Warrants

☐	☐	☐
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

MME PRX2201N



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a corporate representative of a Shareholder is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Sunday, 30 January 2022**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

MoneyMe Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

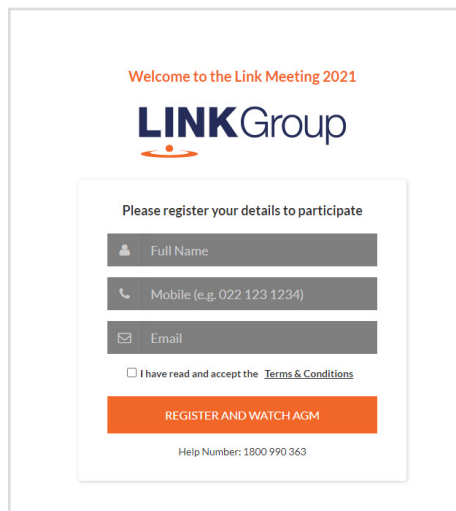
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/MME22>

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

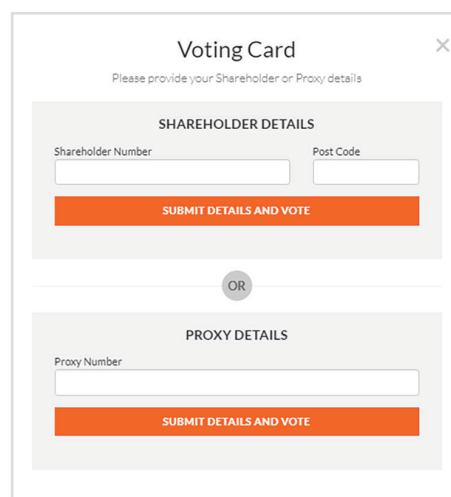
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card [X]

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

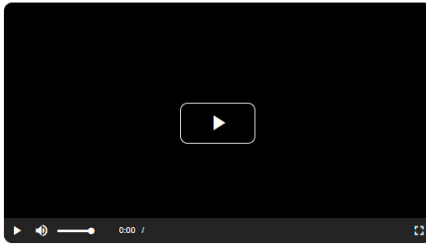
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

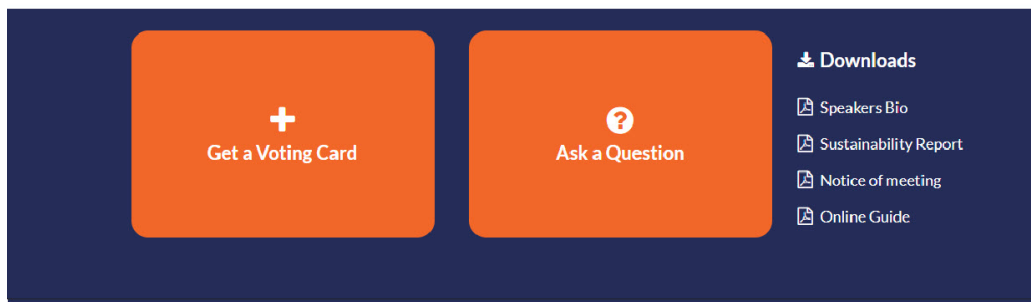
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



ABC COMPANY PTY LTD

X123456789

X

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote

Partial Vote

Resolution 2B

☒ For
 ☐ Against
 ☐ Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C

☒ For
 ☐ Against
 ☐ Abstain

RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3

☒ For
 ☐ Against
 ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For
 ☐ Against
 ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

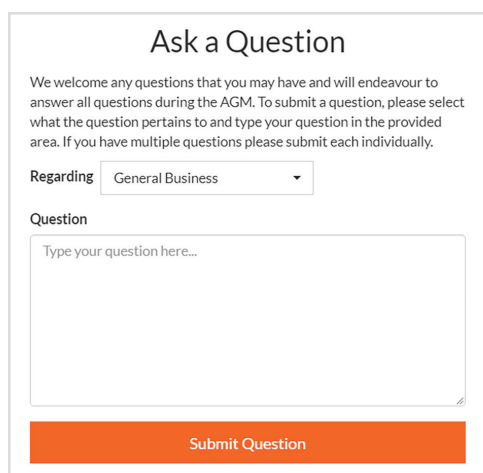
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this, there is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a large text area containing the placeholder 'Type your question here...'. At the bottom of the form is an orange 'Submit Question' button.

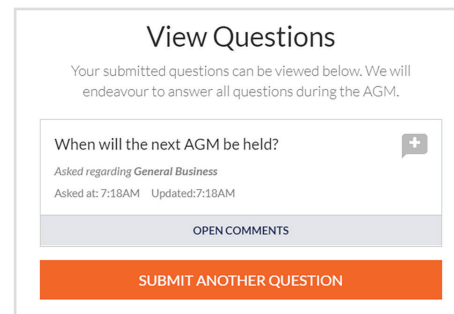
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions' and includes a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this, there is a question card for 'When will the next AGM be held?'. The card indicates it was 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a small comment icon on the right. Below the question card is a grey 'OPEN COMMENTS' button, and at the bottom of the box is an orange 'SUBMIT ANOTHER QUESTION' button.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 290 663
International Number: +61 2 7201 7805

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a securityholder and allow you to ask a question at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 3

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363
E info@linkmarketservices.com.au