Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity
MoneyMe Limited

ABN/ARBN	Financial year ended:
29 636 747 414	30 June 2022

Our corporate governance statement[1] for the period above can be found at:[2]

☐	These pages of our annual report:	
☒	This URL on our website:	https://investors.moneyme.com.au/investor-centre/?page=corporate-governance

The Corporate Governance Statement is accurate and up to date as at 30 August 2022 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date:	31 August 2022
Name of authorised officer authorising lodgement:	Jonathan Swain, Company Secretary

[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://investors.moneyme.com.au/investor-centre/?page=corporate-governance	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	

[4] Tick the box in this column only if you have followed the relevant recommendation <u>in full</u> for the <u>whole</u> of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations <u>in full</u> for the <u>whole</u> of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://investors.moneyme.com.au/investor-centre/?page=corporate-governance and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement	
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement	
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.moneyme.com.au/investor-centre/?page=corporate-governance and the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) on page 35 of our Annual Report, available from our website at: https://investors.moneyme.com.au/investor-centre/?page=results-centre	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix in our Corporate Governance Statement	
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed in our Corporate Governance Statement: (a) the names of the directors considered by the board to be independent directors; (b) the information referred to in paragraph (b); and (c) the length of service of each director	
2.4	A majority of the board of a listed entity should be independent directors.	☒	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values in our Corporate Governance Statement	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at https://investors.moneyme.com.au/investor-centre/?page=corporate-governance	
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://investors.moneyme.com.au/investor-centre/?page=corporate-governance	
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy https://investors.moneyme.com.au/investor-centre/?page=corporate-governance	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.moneyme.com.au/investor-centre/?page=corporate-governance and the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) on page 35 of our Annual Report, available from our website at: https://investors.moneyme.com.au/investor-centre/?page=results-centre	
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at https://investors.moneyme.com.au/investor-centre/?page=corporate-governance	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://investors.moneyme.com.au/investor-centre/?page=corporate-governance	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement	
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.moneyme.com.au/investor-centre/?page=corporate-governance and the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) on page 35 of our Annual Report, available from our website at: https://investors.moneyme.com.au/investor-centre/?page=results-centre	
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed that a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement	
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed in our Corporate Governance Statement the fact that we did not have an internal audit function during the reporting period and the processes we employed during the reporting period for evaluating and continually improving the effectiveness of our risk management and internal control processes	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement and in the Sustainability Report set out on pages 16 to 32 of our Annual Report, available from our website at: https://investors.moneyme.com.au/investor-centre/?page=results-centre	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: https://investors.moneyme.com.au/investor-centre/?page=corporate-governance and the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) on page 35 of our Annual Report available from our website at: https://investors.moneyme.com.au/investor-centre/?page=results-centre	

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Remuneration Report which is set out on pages 41 to 53 of our Annual Report, available from our website at: https://investors.moneyme.com.au/investor-centre/?page=results-centre	
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it in our Securities Trading Policy which is disclosed at https://investors.moneyme.com.au/investor-centre/?page=corporate-governance	
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		☒ we do not have a director in this position and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		☒ we are established in Australia and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable

MONEYME LIMITED ACN 636 747 414

FY22 CORPORATE GOVERNANCE STATEMENT

INTRODUCTION

The Board of MoneyMe Limited (**MoneyMe** or **Company**) is committed to ensuring that the corporate governance practices of the Company and its subsidiaries (**Group**) comply with the recommendations made by the ASX Corporate Governance Council (**Council**) in the fourth edition of the Council's Corporate Governance Principles and Recommendations (**Recommendations**), to the extent appropriate to the size and nature of the Group's operations.

The Board has approved a Corporate Governance Framework (**Framework**) that supports this commitment. Further details of the Framework are set out below.

Specific key components of the Framework, being the Charters under which the Board and its Committees operate, the Group's Code of Conduct and the Policies referred to in this Corporate Governance Statement, are available at https://investors.moneyme.com.au/investor-centre/?page=corporate-governance.

A copy of the Company's FY22 Annual Report, which is referred to in this Corporate Governance Statement, is available at https://investors.moneyme.com.au/investor-centre/?page=results-centre.

This Corporate Governance Statement sets out an overview of the Framework followed by commentary on how the Company's corporate governance practices align with the Recommendations. The Company's corporate governance practices complied with all of the Recommendations throughout the financial year ended 30 June 2022 (**FY22** or **Reporting Period**).

This Corporate Governance Statement is current as at 30 August 2022 and has been approved by resolution of the Board.

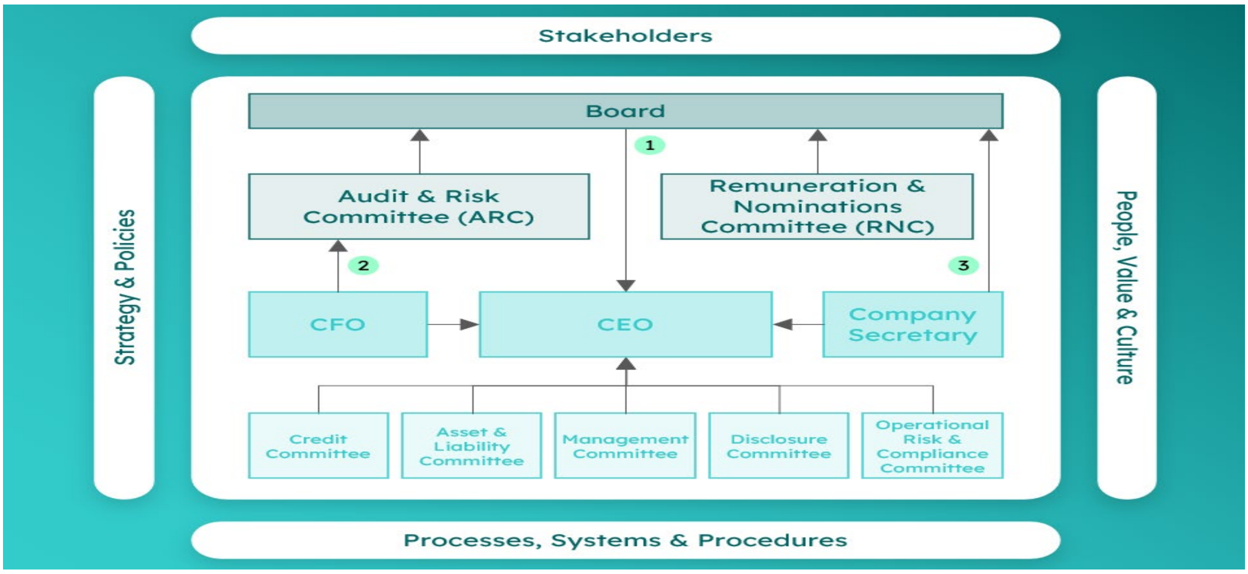
OVERVIEW OF CORPORATE GOVERNANCE FRAMEWORK

The Corporate Governance Framework includes the adoption of six governance principles as outlined below.

Principle	Comments
Promotion of a "Good Governance" culture	A commitment to instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly. This principle mirrors the ASX 4th Edition Corporate Governance Principles. The principle recognises that the business's informal and intangible cultural approach to governance will have a significant impact on governance outcomes.

Principle	Comments
Maintain robust policies	This includes the maintenance of fit for purpose ASX mandated policies as well as policies that cover all areas of the business, including all risk areas and activities. This principle recognises that business requirements and expectations need to be clearly set out to support clear communication, understanding, implementation and compliance verification.
Clear accountabilities	Clarity around roles and responsibilities, from Boards and Committees to functional area deliverables and compliance is imperative to ensure that specific expectations and requirements are understood and the relevant parties can be held accountable for specific outcomes.
Recognise and manage risk	Establishment of a sound risk management framework that includes periodic review and update as appropriate. This principle reflect Principle 7 of the Recommendations.
High calibre people management	People capability and performance is critical to ensuring that planned and expected governance arrangements are effectively implemented. This includes ensuring key talent has the required skills, capacity and incentives to support good governance.
Effective operational governance	This principle recognises that good governance requires effective operational management, from meeting management arrangements to documentation of decision approvals, approved policy positions and maintenance of effective segregation of duties.

The diagram below represents MoneyMe's current Framework including the Board, the Board Committees and the various executive level and management committees.



1. Strategy Execution Delegation
2. CFO Reporting Line to the Audit and Risk Management Committee Chair for all matters covered by the Audit and Risk Management Committee Charter, otherwise to the CEO
3. Company Secretary Reporting Line to the Board for all matters relating to the proper functioning of the Board, otherwise to the CEO

The Framework reflects:

- the Board having the overall responsibility for setting the strategic direction of the Company;
- Board delegation to Board Committees in the key areas of Audit and Risk Management and Remuneration and Nominations supported by Board and Committee Charters and formal policies in key areas;
- Board delegation to the CEO for the day to day ongoing implementation and management of the board's strategic agenda;
- non-CEO reporting lines for the CFO and Company Secretary for Audit and Board Governance related matters respectively;
- formal management level committees in the key areas of Credit Risk, Operational Risk and Compliance and Asset and Liability Management and a Management Committee; and
- a Governance Scorecard that sets out governance related performance measures and targeted outcomes to be tracked over time.

Board, Board Committees and Management Committees have Charter documents that set out their obligations, requirements, members and key operating arrangements.

The following table illustrates MoneyMe's Governance framework using the Three Lines of Defence model.

First Line of Defence	Second Line of Defence	Third Line of Defence
Responsible officers Management Internal controls Policies Procedures	Board and Board committees Management committees Risk appetite statement and KRI reporting Risk, issues and opportunities register Policy register Policy compliance checklists Responsibility matrix Compliance function Financial control function Legal function	External audit Debt funder due diligence External Company Secretary External securitisation trust manager and trustee External legal counsel External tax advisers Regulators Internal audit*

* *MoneyMe has engaged BDO to provide outsourced internal audit services commencing from 1 July 2022.*

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Roles and responsibilities of Board and Management

The Company's Corporate Governance Framework includes a Board Charter which sets out the principles for the operation of the Board. The Board Charter was reviewed by the Board and updated during the Reporting Period. The Board Charter is disclosed on the Company's website.

The Board Charter sets out the roles and responsibilities of the Board including the areas of responsibility in relation to which the Board seeks guidance from the Board's Remuneration and Nomination Committee (**RNC**), Audit and Risk Management Committee (**ARC**) and Disclosure

Committee. The Board Charter also sets out the responsibilities delegated to the CEO and Management and specific responsibilities delegated to the Company Secretary.

A summary of the scope of each Board Committee is noted below, together with summaries of the scope of each of the management level committees noted above.

• Audit and Risk Management Committee	Overall risk management framework oversight and risk management including operational, compliance, credit, liquidity and market risks and financial report and tax related oversight.
• Remuneration and Nominations Committee	Board appointments, Director induction and development, Director and executive contract reviews, Group employee remuneration policy.
• Disclosure Committee	Market disclosure obligation oversight and approval of material market releases in accordance with the Company's Disclosure Policy.
• Management Committee	Operational management and strategy execution.
• Operational Risk and Compliance Committee	Operational risk framework and risk management and compliance with regulations including ASX, Australian Credit Licence and Australian Financial Services Licence related requirements, customer satisfaction and complaints management and technology and systems risk management.
• Credit Risk Committee	Credit risk framework and risk management
• Asset and Liability Committee	Asset and liability policy and risk management including liquidity risk and interest rate risk.

Appointment of Directors and Senior Executives

All of the Company's current directors have undergone bankruptcy and police checks, either as part of the Company's due diligence process prior to the Company's listing on ASX in December 2019, or in the case of Dave Taylor, prior to his appointment in March 2022.

Prior to the appointment of any future directors, the Board will also ensure that bankruptcy and insolvency checks as well as any other checks the Board considers relevant (such as with respect to character, experience and education), will be undertaken prior to the appointment of that person, as required under the RNC Charter.

The RNC Charter also requires the Board to ensure that the Company provides shareholders with all material information relevant to enable shareholders to make an informed decision on whether or not to elect or re-elect a director at a general meeting including:

- biographical details, including skills, experience, competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
- a statement by the Board as to whether it supports the nomination of the candidate; and
- details of any relevant relationships between the candidate and MoneyMe and the candidate and directors of MoneyMe.

These details were provided to shareholders in respect of the resolutions to re-elect Scott Emery and Susan Wynne as directors at the Company's AGM held in November 2021.

Written terms of appointment for directors and senior executives

The Company has a written agreement in place with each director and senior executive setting out the terms of their appointment, as required under the RNC Charter.

Company Secretary

The Board is responsible for the appointment of the Company Secretary. Details of the Company Secretary and his skills, experience and qualifications are contained in the FY22 Annual Report. The Board Charter provides that the Company Secretary is accountable to the Board, through the Board Chair on all matters to do with the proper functioning of the Board and its committees. All directors have direct access to the Company Secretary.

Diversity

The Company has a Diversity Policy which applies to all employees and directors of the Group. The Diversity Policy was reviewed by the Board and updated during the Reporting Period. The Diversity Policy is disclosed on the Company's website.

The Diversity Policy and the Board Charter provide that the Board is responsible for setting measurable objectives to achieve gender diversity and monitoring the Group's progress in achieving them. The table below sets out the measurable objectives to achieve gender diversity set by the Board during the Reporting Period, and the progress towards achieving those objectives as at 30 June 2022.

Group	**Target – by 30 June 2024**	**Actual – at 30 June 2022**	**Prior year – at 30 June 2021**
Board	>= 30% female	17% Female	20% Female
Senior executives	>= 20% female	10% Female	22% Female
Employees generally	>= 40% female	42% Female	41% Female

For these purposes, the term "senior executives" means the 10 senior executives who report directly to the Managing Director.

In assessing the progress towards achieving gender diversity objectives, the Company recognises that some of the Company's employees may not identify as either male or female. The Diversity Policy does not focus solely on gender diversity but also supports diversity in sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, socio-economic or cultural background, perspective and experience.

In terms of the Board target, the Board's proposed appointment of an additional female Board Director has been delayed from the original target date of 30 June 2022. The Board now intends to complete this appointment by no later than 31 December 2022 and will then work towards achieving the >30% female metric by the end of FY23.

The Board has approved the Company's first gender pay equity review to be undertaken during FY23. The results of this review will be reported to the Board and the Board will have oversight of any action plan that might be developed following the review in order to reduce any gender pay gap identified in the review.

Board performance evaluation

The Board Charter provides that the Board will regularly carry out a formal review of its performance, and the performance of its committees and each director.

The Board intends to evaluate its performance and the performance of its committees and directors at least annually through self-evaluations under which directors provide responses to questions in the form of a survey, and those responses are discussed by the Board. Accordingly, during the Reporting Period, the Board conducted an evaluation based on a detailed questionnaire to which all directors responded anonymously. The Board reviewed and discussed the responses to the survey and has developed a number of actions to further enhance the Board's performance, which will be implemented over the course of the next financial year.

The Board intends that an externally-facilitated evaluation be conducted at least once every three years. Following internal self-evaluations in respect of both FY21 and FY22, the Board therefore intends to proceed with an externally-facilitated evaluation during the next financial year. This will be a more rigorous evaluation, facilitated by an external organisation and involving both questionnaires and face to face interviews with directors and, to the extent appropriate, members of management.

Senior executive performance evaluation

The Board Charter provides that the Board will regularly carry out a formal review of the performance of its senior executives. During the Reporting Period, the Board reviewed the performance of the CEO and the CFO against agreed strategic goals, company performance goals and individual goals. Further information in this area is included in Company's FY22 Remuneration Report that is contained within its FY22 Annual Report.

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND TO ADD VALUE

Board composition

In accordance with its Charter, the Board has a majority of independent, non-executive directors. The Board has six directors comprising the Managing Director and CEO, Clayton Howes, and five non-executive directors, of whom four are considered independent. The Chair of the Board, Peter Coad, is an independent, non-executive director.

During the year, the Board appointed one new director, Dave Taylor. Mr Taylor was appointed on completion of the Company's acquisition of SocietyOne Holdings Pty Ltd, a company of which Mr Taylor was formerly a director. The Board considers Dave Taylor to be an independent director.

Board skills and experience

As set out in the Board Charter, the Board aims to have a mix of skills, experience, expertise and diversity appropriate to the Group's business and sufficient to allow the Board to discharge its duties and responsibilities effectively.

The RNC and the Board have developed a Board skills matrix to assist in identifying any gaps in the skills and experience of the directors on the Board. The skills matrix is set out below and notes against each category of skills and experience the total number of directors, out of six, who have that skill or qualification. Further details of the experience of each director are set out in the director biographies contained on the Company's website.

Skills and experience	Explanation	Directors
Financial services experience	Expertise and experience working in or advising participants in the financial services industry	4
Executive leadership	Held senior executive position in a listed company or another organisation of significant size	6
Listed company or equivalent experience	Experience as a director on a listed company board or member of governance bodies of other large organisations	5
Financial reporting	Senior executive or advisory experience in financial accounting and reporting, corporate finance and internal controls	2
Risk management	Experience in identifying, assessing and managing strategic, operational and financial risks and monitoring compliance frameworks	6
Strategy	Developing strategy and implementing plans to achieve an organisation's long-term strategic objectives	6
Sales, marketing and customer focus	Developing and implementing consumer-facing sales and marketing strategies and delivering improved customer outcomes	5
Digital technologies	Developing and leveraging digital technologies, including digital disruption	5
Capital management	Capital management strategies, including debt financing, securitisation or equity capital raisings	5
People and culture	Building workforce capability, setting remuneration frameworks to attract and retain high calibre executives, developing workplace culture	6
Governance	Establishment and oversight of governance frameworks, policies and processes appropriate to a listed company	4
Mergers, acquisitions and partnerships	Evaluating and implementing mergers, acquisitions, divestments and strategic partnerships	5

Whilst the appointment of Dave Taylor has brought additional skills and experience in the financial reporting area noted above, the Board still intends to seek an additional director with particular strength in this area by 31 December 2022.

Independence and tenure

A director is considered independent by the Company if the director is a non-executive director who is not a member of management and is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

The Board assesses on an ongoing basis whether each non-executive director is independent having regard to the criteria for independence set out in the Recommendations. The directors are required to provide all information to the Board which may be relevant to this assessment.

The Board currently considers each of Peter Coad, Jonathan Lechte, Dave Taylor and Susan Wynne to be independent directors when assessed in accordance with the criteria set out in the Recommendations.

The Board does not consider non-executive director Scott Emery to be independent by reason of his substantial shareholding in the Company. The Board does not consider executive director Clayton Howes to be independent by reason of his role as CEO and his substantial shareholding in the Company.

All of the current directors other than Dave Taylor were appointed upon the Company's incorporation on 11 October 2019 and accordingly have a tenure of 2 year and 10 months as at the date of this Corporate Governance Statement. Dave Taylor was appointed on 15 March 2022 and accordingly has a tenure of 5 months as at the date of this Corporate Governance Statement.

Nomination Committee

The Board has a Remuneration and Nomination Committee (**RNC**). The RNC currently consists of three non-executive directors, Peter Coad, Scott Emery and Susan Wynne, of whom two are independent. It is chaired by independent non-executive director Susan Wynne, who assumed the chair from Peter Coad during the Reporting Period.

The RNC has a Charter approved by the Board which establishes the Committee's terms of reference and operating procedures. The RNC Charter was reviewed by the Board and updated during the Reporting Period. The RNC Charter is disclosed on the Company's website.

The RNC meets as frequently as required to undertake its role effectively. The RNC met twice during the Reporting Period. The attendance of the members of the RNC at each meeting held during the Reporting Period is set out in the FY22 Annual Report.

Director induction, training and professional development

The Board Charter provides that new directors will be briefed on their roles and responsibilities and the minutes and papers of Board and committee meetings will be made available to them.

The Board Charter also provides that time will be allocated at Board and committee meetings for the continuing education of directors on significant issues facing the Company and changes to the regulatory environment. In the Board performance evaluation conducted during the Reporting Period, a number of areas for professional development for the forthcoming year were identified, and appropriate professional development opportunities in these areas have been arranged for the Board during FY23. In addition, during the year a number of directors have undertaken individual training relevant to their roles as directors through training organisations including the Governance Institute of Australia and Kaplan Education.

PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Values and Code of Conduct

The Group's core values were revised during the Reporting Period following the integration into the Group of the SocietyOne businesses acquired in March 2022. The new values, which have been approved by the Board, are as follows:

- **We challenge**
- **We move fast**
- **We have heart**

The Board has also approved the following descriptions of these values. These descriptions are not fundamental to the values that they describe, and may be varied change over time or according to context.

We challenge	We move fast	We have heart
We dare to question, we aim higher, and we fight for better	We exist to save you time, we drive change, and we move in the same direction	We are bold, we lead with purpose, and we are passionate about our people and planet

The Company has a Code of Conduct which applies to, among others, its directors and senior executives and all other employees of the Group. The Code of Conduct is disclosed on the Company's website.

The Code of Conduct requires that material breaches of the Code of Conduct are brought to the attention of the Group's Human Resources function and, where required, the Board.

Whistleblower Policy and Anti-Bribery and Corruption Policy

The Company has a Whistleblower Policy and an Anti-Bribery and Corruption Policy which are disclosed on the Company's website. The Whistleblower Policy was reviewed by the Board and updated during the Reporting Period.

The Company has engaged an external whistleblowing service provider to provide a secure and confidential means for people to make whistleblowing disclosures. Information about the number and nature of whistleblowing disclosures received is reported to the Audit and Risk Management Committee on a quarterly basis.

Any material breaches of the Anti-Bribery and Corruption Policy are required to be reported to the Board. No breaches were reported in the Reporting Period.

PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Audit and Risk Management Committee

The Board has an Audit and Risk Management Committee (**ARC**). The ARC currently consists of three non-executive directors, Jonathan Lechte, Peter Coad and Scott Emery, of whom two are independent. It is chaired by independent non-executive director Jonathan Lechte, who is not the Board Chair.

The qualifications of the directors on the ARC are set out in the FY22 Annual Report. The Board considers that the ARC is an appropriate size and is sufficiently independent.

The ARC has a Charter approved by the Board which establishes the Committee's terms of reference and operating procedures. The ARC Charter was reviewed by the Board and updated during the Reporting Period. The ARC Charter is disclosed on the Company's website.

The ARC meets as frequently as required to undertake its role effectively. The ARC met four times during the Reporting Period. The attendance of the members of the ARC at each meeting held during the year is set out in the FY22 Annual Report.

The Company's external auditor is also invited to present to the ARC throughout the year. They presented at all four meetings in the Reporting Period. The ARC also has arrangements in place to meet with its external auditors without management present with a number of in camera meetings held with the external auditors during the Reporting Period.

CEO and CFO declarations

Before approving the financial statements for the financial year ended 30 June 2022, the Board received written declarations from the Managing Director and CEO and from the CFO meeting the requirements of section 295A of the Corporations Act and complying with Recommendation 4.2 of the Recommendations. Before the approval of the financial statements for the half year ended 31 December 2021, the Board received written declarations from the Managing Director and CEO from the CFO complying with Recommendation 4.2.

Verification of integrity of periodic corporate reports

All periodic corporate reports of the Company released to the market that have not been subject to audit review by an external auditor are reviewed and approved prior to release by the Disclosure Committee. Verification processes include a segregation of duty between the area or person providing the initial information or drafting and the person or area completing the review. Financial information in particular is reviewed and approved by the CFO or his delegate and when appropriate by reference to an internal or external source document. Disclosure Committee members confirm approval in writing before a release is made to the market.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Disclosure Policy

The Company has in place a Disclosure Policy designed to ensure that the Company complies with its continuous disclosure obligations under the ASX Listing Rules and to ensure accountability at a Board and senior executive level for such compliance. The Disclosure Policy was reviewed and updated during the Reporting Period and is disclosed on the Company's website.

The Board has appointed a Disclosure Committee consisting of the Chair, the Managing Director and CEO, the CFO and the Company Secretary to review drafts of all material ASX announcements and the Company Secretary releases those announcements once the Disclosure Committee has approved them for release. Announcements of a routine nature are approved for release by the Managing Director and CEO or the Company Secretary prior to release.

Circulation of material announcements to the Board

The Company Secretary is responsible for circulating to the Board copies of all material ASX announcements released by the Company promptly after their release.

Investor and analyst presentations

All substantive investor and analyst presentations are released to ASX.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Information on website

The Company provides the necessary information about the Group and its governance on its website pursuant to its Shareholder Communication Policy.

Investor relations program

The Company's Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication:

- through the Company's AGM, where shareholder participation is actively encouraged and facilitated; and
- by providing shareholders with information via the investor section of the Company's website including copies of all ASX announcements, copies of relevant corporate governance documents, and presentations, webcasts and videos relating to the Company's financial results and material business initiatives; and
- by allowing shareholders to receive email communications and send email communications directly to the Company and to the Company's share registry.

Participation and voting at shareholder meetings

The Board encourages shareholder participation in shareholder meetings by enabling shareholders to ask questions both before and during each meeting, and by including details of how shareholders may do this in each notice of meeting.

As a result of the restrictions on gatherings enacted in response to COVID-19, both the Company's AGM held in November 2021 and the Extraordinary General Meeting of shareholders held in February 2022 were held as a fully virtual meetings. Although shareholders could not attend the AGM in person, all shareholders and proxies who logged in to the virtual AGM were given the opportunity to ask questions online or by telephone during the meeting.

All substantive resolutions considered at the AGM in November 2021 and the Extraordinary General Meeting of shareholders held in February 2022 were decided by a poll rather than by a show of hands.

Electronic communication with shareholders

The Company's Shareholder Communication Policy provides securityholders the option to receive and send electronic communications directly to the Company and to the Company's share registry.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Risk oversight and management

The Company recognises risk management as a fundamental part of good corporate governance and a key driver in achieving its strategic and operational objectives. The Board is ultimately responsible for approving the Group's risk management framework and setting the risk appetite within which the Board expects management to operate. The Board is assisted by the Audit and Risk Management Committee (**ARC**) which oversees the Company's risk management activities.

Risk Appetite Statement and key risk areas

The Risk Appetite Statement approved by the Board notes that MoneyMe accepts a level of risk that allows it to successfully implement its business plan and continue to increase its market value, grow its business and operate as a going concern. It requires management to prioritise taking ongoing and pro-active actions to support positive outcomes and minimise the risk of sub-optimal or adverse outcomes in the key risk areas noted below. The Risk Appetite Statement was reviewed by the Board and updated twice during the Reporting Period, once in the normal review cycle and the second time in connection with the acquisition of SocietyOne. Further changes to the Risk Appetite Statement were approved by the Board in August 2022, after the end of the Reporting Period but before the date of this document.

The following table is taken from the latest Risk Appetite Statement approved by the Board and sets out the 10 key risk areas identified in the Risk Appetite Statement and a description of the key risks in each of those areas:

Key Risk Area	Risk Description
1. Governance Risk	This is the risk that the Group's oversight and risk management systems, from policy setting, review and update to control assurance and risk/issue management processes are not effective to meet the needs and expectations of stakeholders, from employees and shareholders to customers, funders, regulators and the broader community.
2. Credit Risk	MoneyMe's customers may not pay the principal, interest and fees owing to MoneyMe under their contract, which could result in a decrease in revenue and operating cash flows received, and an increase in expenses (including an increase in impairment expenses). Customer non-payment is a significant component of MoneyMe's expenses at present. If MoneyMe's excessive exposure to bad debts as a result of customers failing to repay their financial obligations to MoneyMe is higher than expected, it will have a material adverse effect on MoneyMe's profitability. MoneyMe's funding arrangements also contain limits on the arrears or loss rates of receivables in the Warehouse Trusts which, if exceeded, may result in drawdowns being refused by the funders of those facilities. MoneyMe's ability to access funding is also predicated on its ability to generate stable Static Loss Rates over time, so if funders lose confidence in MoneyMe's ability to underwrite credit to the standard expected MoneyMe may find it more difficult to obtain funding or obtain funding on satisfactory terms.

Key Risk Area	Risk Description
3. Technology and cyber security risk	This risk area covers technology related processing failures, technology relevance and data security as further outlined below. *Processing failures* MoneyMe is dependent on the Horizon Technology Platform to deliver fast and convenient access to finance for its customers and to successfully price credit risk. The Horizon Technology Platform may experience downtime or interruption due to system failures, service outages, corruption of information technology network or information systems as a result of computer viruses, bugs, worms or cyber-attacks, as well as natural disasters, fire, power outages or other events outside the control of MoneyMe. Any systemic failure could cause significant damage to MoneyMe's reputation, its ability to make informed credit decisions and assess the credit performance of its loan book, its ability to service customers in a timely manner, and its ability to retain existing customers and generate new customers, any of which could have a materially adverse impact on MoneyMe's business, operating and financial performance, and/or growth. *Technology relevance* MoneyMe's technology platform or product offering may also become obsolete or outdated through the investment of its peers in superior technology and/or product offerings, increased access to data through the introduction of positive credit reporting reforms or general market developments. This could necessitate MoneyMe to undertake substantial investment in updating or improving its current technology platform and product offering, which could have a material adverse impact on MoneyMe's business, operating and financial performance, and/or growth. *Data security* By their nature, information technology systems are susceptible to security issues, including cyber-attacks and other unauthorised access to data and information. Any data security breaches or MoneyMe's failure to protect private customer information (including through cyber-attacks) could result in a significant disruption to MoneyMe's systems, reputational damage, loss of system integrity and breaches of MoneyMe's obligations under applicable laws. An obligation under privacy laws to notify individuals and the Australian Information Commission of the breach could reduce MoneyMe's ability to retain existing customers and generate new customers, any of which could have a material adverse impact on its business, operating and financial performance and reputation.

Key Risk Area	Risk Description
4. Liquidity and Funding	MoneyMe’s ability to write new loans on favourable terms depends, in turn, on its ability to access funding and the terms on which such funding is obtained. Accordingly: • if MoneyMe is not able to secure additional funding (as and when it is required), MoneyMe may not be able to write new loans or its ability to do so may be restricted; and • if there is a loss or an adverse impact (for instance an increase in the cost of capital) to MoneyMe’s current funding sources (including the Horizon Warehouse and the Velocity Warehouse), or any future funding sources, MoneyMe’s ability to write new loans on favourable and/or competitive terms will be limited. MoneyMe may not be able to extend the financing term or increase the funding capacity of its Warehouse Trusts beyond their existing terms and/or, when renegotiating an extension or increase, may not be able to do so on the same or more favourable terms. In addition, MoneyMe may not be able to enter into new warehouse facilities or other funding arrangements (including as part of a refinancing) sufficient to meet its business requirements. This could impact MoneyMe’s ability to write new loans or write new loans on competitive terms.
5. Regulatory Compliance	MoneyMe is subject to a range of laws, regulations and industry standards including (but not limited to) the National Consumer Credit Protection Act 2009 (Cth) (**NCCP Act**), the Financial Sector (Collection of Data) Act 2001 (Cth) (**FSCODA**) and the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth), each of which creates conduct and disclosure obligations applicable to MoneyMe, and are liable to change with developments in political, regulator and consumer expectations. Failure to comply with these laws, regulations and industry compliance standards could adversely impact MoneyMe’s business through civil penalty proceedings, loss or suspension of licence, increased compliance costs, the cessation of certain business activities, restrictions on product and service expansion, litigation and disputes, regulatory enquiry or investigation and reputational damage.
6. Operational Risk	Overall, failure of MoneyMe’s controls and procedures to manage operational risk could result in reputational damage and potential litigation for MoneyMe and may have a materially adverse impact on MoneyMe’s business, operating and financial performance, and/or growth. Key specific operational risks are highlighted below. *Human error/fraud* MoneyMe is exposed to human error and fraud relating to employees not carrying out their duties responsibly and in line with agreed policy and process. These risks include employees providing a customer with misleading

Key Risk Area	Risk Description
	or inaccurate information in relation to the cost of their loan or their loan repayment options which could result in an unfair customer outcome. *Reliance on third party systems suppliers* The Horizon Technology Platform (and by extension the MoneyMe Business) relies on key inputs from third parties to operate, from third-party credit agencies and contracts with third-party information technology suppliers and software providers to use of third-party payment providers and third party for cloud-hosting and data repository services. MoneyMe's business is consequently exposed to the ongoing availability and quality of third party services and products at affordable price points. Disruption in relation to third party system providers could have a material adverse effect on MoneyMe's business, financial condition, operating and financial performance, customer reputation, cost of funding and/or growth.
7. People	The successful operation of MoneyMe depends on the performance and expertise of its key management personnel and high performing employees with specialist skills (including technology and credit risk assessment). The loss of certain key personnel, and the inability to attract and retain replacements or new key personnel, may have a materially adverse impact on MoneyMe's business, operating and financial performance, and/or growth.
8. Customer and Brand Reputation	The strength of MoneyMe's brand and reputation is an important part of retaining and growing its customer bases and, accordingly, an event that has a negative impact on MoneyMe's brand could have a material adverse impact on the demand for MoneyMe's products. This may adversely impact MoneyMe's business, financial condition, operating performance, and/or growth.
9. Financial Performance	MoneyMe has developed a number of growth strategies which include increasing MoneyMe's market penetration, increasing MoneyMe's Total Addressable Market through product innovation and entering new geographies. There is no guarantee that all or any of MoneyMe's growth strategies will be successfully implemented, deliver the expected returns or ultimately be profitable. There is also a risk that the growth strategies may be subjected to unexpected delays and additional implementation costs. Any change to MoneyMe's ability to achieve any or all of its growth strategies, or the market's perception of MoneyMe's ability to deliver growth to Shareholders, is likely to have a significant impact on MoneyMe's share price.
10. Environmental and Social	This is the risk that MoneyMe does not meet expectations of its stakeholders in relation to the environment and to social matters.

Audit and Risk Management Committee

The ARC currently consists of three non-executive directors, Jonathan Lechte, Peter Coad and Scott Emery, of whom two are independent. It is chaired by independent non-executive director Jonathan Lechte.

The qualifications of the directors on the ARC are set out in the FY22 Annual Report. The Board considers that the ARC is an appropriate size and is sufficiently independent.

The ARC has a Charter approved by the Board which establishes the Committee's terms of reference and operating procedures. The ARC Charter was reviewed by the Board and updated during the Reporting Period. The ARC Charter is disclosed on the Company's website.

The ARC meets as frequently as required to undertake its role effectively. The ARC met four times during the Reporting Period. The attendance of the members of the ARC at each meeting held during the year is set out in the FY22 Annual Report.

Risk management framework

The Company has in place a Risk Management Policy approved by the Board, which is disclosed on the Company's website. The Risk Management Policy was reviewed and updated during the Reporting Period. The Risk Management Policy is implemented through a risk management framework comprising:

- the Board-approved risk appetite statement referred to above;
- a process for setting risk tolerances and for monitoring compliance with each tolerance, and taking appropriate action if any tolerance is breached; and
- a process for periodic review of risk appetite and risk tolerances.

This risk management framework is supported by a number of internal policies which are designed to enable the Group to manage material business risks within the risk appetite set by the Board.

Under its Charter, the ARC is responsible for reviewing the risk profile of the Company at least annually to satisfy itself that it continues to be sound, including whether have been any changes to material business risks and whether the Company is operating within the risk appetite set by the Board. The ARC undertook a review of the risk management framework described above during the Reporting Period.

Internal audit function

Under the ARC Charter, the Committee is responsible for reviewing and recommending to the Board at least annually whether a specific internal audit function is required and, if such a function exists, for reviewing the effectiveness of that internal audit function.

No dedicated internal audit function was in place during the Reporting Period. Instead, the Company used a number of approaches to evaluate and continually improve the effectiveness of its governance, risk management and internal control processes. These include the completion of external audits, debt funder due diligence processes, oversight and advice from its externally appointed Company Secretary, the use of external legal counsel and tax advisers, regular reporting to its Board and Management Committees, Key Risk Indicators reporting against set Risk Appetite measures, regular review and update of a Risk, Issues and Opportunities Register and Policy Register and regular review and update of policy compliance checklists.

During the Reporting Period, the ARC approved the appointment of an outsourced internal audit function to be provided by BDO. The appointment of BDO took effect from 1 July 2022.

Environmental and social risks

The Board does not consider that the Company has a material exposure to environmental risks or social risks within the definitions set out in the Recommendations. However, the Company is exposed to other types of environmental and social risks as described above under the heading "Key risks".

The Group has a dedicated Environmental, Social and Governance (**ESG**) team that is responsible for managing these risks, for implementing initiatives to mitigate these risks and for improving the Group's ESG strategy and performance.

During the Reporting Period the Board approved a new Environmental & Social Policy. This states, among other things, that:

- MoneyMe considers its purpose as a company is to deliver returns to shareholders whilst having an overall positive impact on society and the environment, and therefore environmental and social risk is to be managed in line with this company purpose;
- in order to adequately meet its purpose, MoneyMe must give consideration to stakeholders that comprise society and the environment. Therefore, in discharging their duties, the directors and officers of the Company will include in their consideration the following factors:
  - the likely consequences of any decision or act of the company in the long term; and
  - the interests of the company's employees and the members of the company; and
  - the need to foster the company's business relationships with suppliers, customers and others; and
  - the impact of the company's operations on the community and the environment; and
  - the desirability of the company maintaining a reputation for high standards of business conduct; and
  - the ability of the company to create an overall positive impact on society and the environment; and
- these stakeholders are to be formally considered at all Board, Board Committee, and management-level committee meetings; and
- environmental and social risk is to be managed with direct reference to the purpose and stakeholder statements above.

The Environmental & Social Policy also sets a framework for Environmental & Social reporting including:

- reporting to the market via annual ESG Disclosures (Sustainability Statements) included in the Company's Annual Report and Investor Presentations;
- reporting to the Board via an ESG Positioning Paper including which includes the annual Sustainability Statement, a quarterly ESG Scorecard business performance report and quarterly reporting against Environmental & Social Key Risk Indicators; and

- reporting to management-level committees via Environmental & Social risk status reports to the Operational Risk and Compliance Committee (**ORC**), ESG Summary Scorecard and environmental, social, and governance initiatives scorecards reported to the Management Committee and the ORC and an Environmental & Social Risk Policy Compliance Checklist reported to the ORC.

A detailed discussion of the nature of the Company's approach to a range of environmental, social and governance matters is set out in the Sustainability Report included in the FY22 Annual Report.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Remuneration Committee

The Board has a Remuneration and Nomination Committee (**RNC**). The RNC currently consists of three non-executive directors, Peter Coad, Scott Emery and Susan Wynne, of whom two are independent. It is chaired by independent non-executive director Susan Wynne, who assumed the chair from Peter Coad during the Reporting Period.

The RNC has a Charter approved by the Board which establishes the Committee's terms of reference and operating procedures. The RNC Charter was reviewed by the Board and updated during the Reporting Period. The RNC Charter is disclosed on the Company's website.

The RNC meets as frequently as required to undertake its role effectively. The RNC met twice during the Reporting Period. The attendance of the members of the RNC at each meeting held during the year is set out in the FY22 Annual Report.

Remuneration policies and practices

Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management are disclosed in the Remuneration Report which forms part of the FY22 Annual Report.

Limitation of economic risks under equity-based remuneration schemes

The Company's Securities Trading Policy prohibits directors and senior management (and their associated investment vehicles) from trading in financial products that limit the economic risk to those people of holding MoneyMe securities (for example, hedging arrangements). The Securities Trading Policy was reviewed by the Board and updated during the Reporting Period, and is disclosed on the Company's website.