

21 October 2022

ASX Announcement

NOTICE OF 2022 ANNUAL GENERAL MEETING

MONEYME (ASX: MME) (**MONEYME** or the **Company**) confirms that its 2022 Annual General Meeting will be held at 11.00am AEDT on Tuesday, 22 November 2022 (**Meeting**). The Meeting will be held in person and virtually as a hybrid meeting.

Emails and letters describing how MONEYME shareholders can access the Notice of Meeting electronically will be despatched to MONEYME shareholders today.

Copies of the following documents are attached:

1. Notice of 2022 Annual General Meeting; and
2. A sample Voting Form for the Meeting.

Authorised for release by Jonathan Swain, Company Secretary.

- ENDS -

For further information, please contact: investors@moneyme.com.au

About MONEYME

MONEYME is a leading Australian disruptor, using technology to become the #1 challenger to the major banks.

With a focus on innovation, it funds credit approved ambitious people with the advantage of market-leading speed and automated customer experiences. Leveraging AI and advanced cloud-based technology, it offers highly automated credit products across personal, auto and real estate finance.

The Group's core brands MONEYME and SocietyOne reflect digital-first experiences that meet, and exceed, the expectations of 'Generation Now'.

MONEYME Limited is listed on the ASX and the Group includes licensed and regulated credit and financial services providers operating in Australia.

For more information, visit moneyme.com.au or investors.moneyme.com.au

21 October 2022

Dear Shareholder

MONEYME Limited's 2022 Annual General Meeting

On behalf of the Board of Directors of MONEYME Limited (**MONEYME**), I am pleased to invite you to MONEYME's 2022 Annual General Meeting (**AGM** or **Meeting**), to be held at Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales on **Tuesday, 22 November 2022** commencing at **11.00 am AEDT**.

To provide shareholders with flexibility as to how they can participate in our 2022 AGM, as an alternative to attending in person at the venue noted above, shareholders may join the AGM via the online platform accessible at <https://meetings.linkgroup.com/MMEAGM22> (**Online Platform**).

Participating in the AGM via the Online Platform will provide you with similar opportunities as attending in person. You will be able to view presentations from myself and Mr Clayton Howes, our Managing Director and CEO, as well as vote in real time and ask questions during the Meeting. Shareholders attending via the Online Platform will also be able to ask questions via telephone. Please note that shareholders will not be able to vote by telephone during the AGM.

Further details on how to participate at the AGM, including how to vote and ask questions, are set out in the attached Notice of Meeting, 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.moneyyme.com.au/agm>

I encourage you to read the enclosed Notice of Meeting, including the Explanatory Notes, and to 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 from the Company dated the same date as this Notice of Meeting advising you of the arrangements for the AGM and how to view this Notice of Meeting electronically. Subject to the abstentions noted in the Explanatory Notes, the Directors of MONEYME unanimously recommend that shareholders vote in favour of all resolutions to be proposed at the AGM.

Thank you for your continued support of MONEYME and I look forward to your attendance at the AGM.

Yours sincerely,



Peter Coad
Chairman

MONEYME Limited ACN 636 747 414

Notice of Annual General Meeting

Notice is given that the 2022 Annual General Meeting (**AGM** or the **Meeting**) of the shareholders of MONEYME Limited ACN 636 747 414 (**MONEYME** or the **Company**) will be held as follows:

Date: **Tuesday, 22 November 2022**

Time: **11.00am AEDT**

Venue: **Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales**

and online at: <https://meetings.linkgroup.com/MMEAGM22>

It is recommended that shareholders arrive at the venue, or log in to the Online Platform on a supported web browser on their computer or online device, at least 15 minutes prior to the scheduled start time for the Meeting. 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 Notes and the Voting Form are incorporated in, and comprise 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 AGM and how to view this Notice of Meeting electronically.

The business of the Meeting is to consider the Company's financial statements and reports for the financial year ended 30 June 2022 and then to consider seven resolutions for which shareholder approval is sought. Details of each of these items are set out below.

Consideration of financial statements and reports

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2022.

MONEYME's FY22 Annual Report, which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report for the year ended 30 June 2022 is available on the Company's website at <https://investors.moneyme.com.au> under the 'Announcements & Reports' tab.

As part of the consideration of the financial statements and reports, shareholders will be given a reasonable opportunity to ask questions about or comment on the management of the Company.

The Company's Auditor will also attend the AGM and will be available to respond to questions from shareholders relevant to the:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Auditor will also respond to written questions submitted by shareholders that are relevant to the above matters.

This item of business does not require shareholders to vote on a resolution or to formally adopt the received reports.

Resolutions for approval

1. Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

“That the Remuneration Report of the Company for the financial year ended 30 June 2022 be adopted.”

Note: the Remuneration Report is set out at pages 41 to 53 of MONEYME's FY22 Annual Report, available at <https://investors.moneyyme.com.au> under the Announcements & Reports tab. In accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

2. Re-election of Mr Peter Coad as a Director

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

“That Mr Peter Coad, who retires in accordance with Rule 6.1(f)(i) of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”

3. Re-election of Mr David Taylor as a Director

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

“That Mr David Taylor, who retires in accordance with Rule 6.1(e) of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”

4. Amendment of the Company's Constitution

To consider and, if thought fit, pass the following as a special resolution of the Company:

“That for the purposes of sections 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the amendments to the Company's Constitution set out in the document tabled at this Annual General Meeting and signed by the Chair for the purposes of identification be approved and adopted with immediate effect.”

5. Financial assistance regarding SocietyOne entities and PEP Facility

To consider and, if thought fit, pass the following as a special resolution of the Company:

*That, in accordance with section 260B(2) of the Corporations Act 2001 (Cth) (the **Corporations Act**), approval is given for the provision of financial assistance proposed to be given by:*

- (a) *MoneyMe Employment Services Pty Ltd (ACN 150 963 723) (formerly known as SocietyOne Holdings Pty Ltd) (the **Target**);*
- (b) *SocietyOne Investments Pty Ltd (ACN 613 666 765);*

- (c) SocietyOne Australia Pty Ltd (ACN 151 627 977);
- (d) SocietyOne Livestock Lending Pty Ltd (ACN 161 968 869);
- (e) Broker Services Pty Ltd (ACN 609 495 405); and
- (f) any other subsidiary of the Target which grants financial assistance under or in connection with the Acquisition (as defined below) for the purposes of section 260A of the Corporations Act,

(the **Acquired Companies**)

to support the financing of the acquisition by the Company of all of the issued shares in the Acquired Companies, or the holding company of the relevant Acquired Company (the **Acquisition**) under, or in connection with, the first amended syndicated facility agreement dated 25 September 2021 (as amended from time to time), between, among others, the Company, Pacific Equity Partners Investors Administration Pty Ltd (ACN 161 245 263) as trustee of Pacific Equity Partners Capital Solutions Fund (Australasia) (ABN 40 154 175 264) and Pacific Equity Partners Investors Administration Pty Ltd (ACN 161 245 263) as trustee of Pacific Equity Partners Capital Solutions Co-Investment Fund 1 (Australasia) (ABN 60 104077 836) (the **Lenders**) (the **Facility Agreement**), and all elements of the Facility Agreement and related finance documents, guarantees or security or other related transactions or documents that may constitute financial assistance by the Acquired Companies for the purposes of section 260A of the Corporations Act in connection with the Acquisition or otherwise, as further described in the Explanatory Notes.

6. Issue of fully paid ordinary shares to MoneyMe Finance Pty Limited as trustee for the MME Share Plan Trust

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of 3,000,000 fully paid ordinary shares to MoneyMe Finance Pty Limited as trustee for the MME Share Plan Trust on the terms and conditions described in the Explanatory Notes.”

7. Issue of Performance Rights to Mr Clayton Howes

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the issue of 338,710 Performance Rights to Mr Clayton Howes, the Company’s Managing Director and Chief Executive Officer, under the MONEYME Employee Equity Incentive Plan and otherwise on the terms and conditions described in the Explanatory Notes.”

By order of the Board
21 October 2022



Jonathan Swain
Company Secretary

Voting Exclusion Statements

Resolution 1 – Remuneration Report

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- A member of the Key Management Personnel (**KMP**) whose remuneration details are included in the Remuneration Report for the year ended 30 June 2022; or
- a Closely Related Party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 6 – Issue of fully paid ordinary shares to MoneyMe Finance Pty Limited as trustee for the MME Share Plan Trust

A vote on Resolution 6 must not be cast (in any capacity) by, on behalf of MoneyMe Finance Pty Limited as trustee for the MME Share Plan Trust or any other person who will obtain a material benefit as a result of the proposed issue of shares to MoneyMe Finance Pty Limited as trustee for the MME Share Plan Trust, or any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
 - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Issue of Performance Rights to Mr Clayton Howes

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any Director of the Company, or an associate of any Director of the Company, who is eligible to participate in the MONEYME Employee Equity Incentive Plan. However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way; or

- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair of the Meeting decides; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and
 - the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with section 250BD(1) of the Corporations Act, a vote on Resolution 7 must not be cast or on behalf of a member of the KMP or a Closely Related Party of a member of the KMP as a proxy unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP.

Note: in this Notice of Meeting, the terms **Key Management Personnel** and **Closely Related Party** have the same meaning as set out in the Corporations Act.

Participation and voting at the AGM

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 AEDT on Sunday, 20 November 2022** will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or 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.

Format of the Meeting

The Company will hold the Meeting as a hybrid meeting, in a manner that is consistent with the Corporations Act and the Constitution of MONEYME. Shareholders can attend either:

- in person, at Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000; or
- virtually, by joining the Online Platform at <https://meetings.linkgroup.com/MMEAGM22>.

Registration for the AGM will commence from **10.00am AEDT on Tuesday, 22 November 2022** (one hour before the AGM).

Using the Online Platform

If you wish to attend the Meeting via the Online Platform, we recommend logging in to the Online Platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions below:

- enter <https://meetings.linkgroup.com/MMEAGM22> 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.

Voting in person or electronically at the Meeting

To vote in person, attend the Meeting on the date and at the place set out above. Shareholders who wish to vote at the Meeting using the Online Platform will have the opportunity to lodge a vote on the resolutions to be considered at the Meeting at any time between the commencement of the Meeting and the close of voting at the Meeting as announced by the Chair during the Meeting. More information about how to use the Online Platform for voting is provided in the Online Guide. If you intend to use the Online Platform to submit a vote during the Meeting, we suggest that you check that the Online Platform works on your device well in advance of the Meeting. Further instructions are provided in the Online Guide.

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 AGM. A proxy need not be a shareholder of the Company and can be an individual or a body corporate.

If a shareholder is entitled to cast two or more votes at the AGM, 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 as a direct vote or as the appointment of a proxy, your completed Voting Form must be received at the Share Registry of the Company no later than **11.00am AEDT on Sunday, 20 November 2022**, being 48 hours before the start of the AGM. 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. Voting Forms must be received before that time by one of the following methods:

Online	By logging onto the Link Market Services website at https://investorcentre.linkgroup.com 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: <i>MONEYME Limited</i> <i>c/- Link Market Services Limited</i> <i>Level 12, 680 George Street, Sydney, NSW 2000</i> OR <i>MONEYME Limited</i> <i>c/- Link Market Services Limited</i> <i>Parramatta Square, Level 22. Tower 6</i> <i>10 Darcy Street, Parramatta, NSW 2150</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 Voting Form 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 AGM. 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 MONEYME no later than **11.00am AEDT on Sunday, 20 November 2022**, being 48 hours before the start of the AGM.

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 AGM. The appointment of the representative must comply with the requirements of 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 AGM. A Certificate of Appointment of Corporate Representative form may be obtained from the Company's share registry or online at

<https://investorcentre.linkgroup.com>.

Voting at the Meeting

Resolution 1, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolutions 2, 3, 6 and 7 are ordinary resolutions, which will be passed if a simple majority of votes cast by shareholders entitled to vote on the resolution are in favour of the resolution. Resolutions 4 and 5 are special resolutions, which will be passed if at least 75% of the votes cast by shareholders entitled to vote on the resolution are in favour of the 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 the resolutions, then by submitting the Voting Form you will be expressly authorising the Chair to exercise your proxy on the resolutions. Subject to any voting exclusions or restrictions, the Chair of the Meeting intends to vote all available undirected proxies in favour of all resolutions.

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 to ask questions or make comments on the management of the Company during the AGM. Questions may be asked during the AGM either in person at the AGM, via the Online Platform or via telephone.

Shareholders and proxyholders who attend the AGM via the Online Platform, may ask questions during the AGM 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 the Voting Form.

Proxyholders wishing to ask questions via the Online Platform will need their proxy code, which Link Market Services will provide via email no later than 48 hours prior to the AGM.

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

To request a PIN, please contact Link Market Services on +61 1800 990 363 by no later than **5.00pm AEDT on Friday, 18 November 2022**. Dial-in details for the AGM and contact details for Link Market Services are included in 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 AGM or who may prefer to submit questions in advance may do so by:

- logging onto <https://investorcentre.linkgroup.com>, selecting 'Voting' then clicking 'Ask a Question'; or
- submitting the Question Form enclosed with the Notice of Meeting.

To allow time to collate questions and prepare answers, please submit any questions by **5.00pm AEDT on Friday, 18 November 2022**. Questions will be collated and, during the AGM, 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 AGM 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.

Responsibility statement

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 the accompanying Explanatory Notes are dated 21 October 2022.

Explanatory Notes

These Explanatory Notes have been prepared in relation to the business to be conducted at MONEYME's 2022 AGM to be held at **11.00am AEDT on Tuesday, 22 November 2022**.

The purpose of these Explanatory Notes is to provide information that is reasonably required by shareholders to decide how to vote on the resolutions being put forward at the AGM.

Resolution 1 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolutions 2, 3, 6 and 7 are ordinary resolutions, which will be passed if a simple majority of votes cast by shareholders entitled to vote on the resolution are in favour of the resolution. Resolutions 4 and 5 are special resolutions, which will be passed if at least 75% of the votes cast by shareholders entitled to vote on the resolution are in favour of the resolution. As set out earlier in this Notice of Meeting, the Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolution 1 – Remuneration Report

Section 250R(2) of the Act requires that the Company's Remuneration Report for the financial year ended 30 June 2022 be put to the vote of shareholders for adoption by way of a non-binding vote. The Remuneration Report is set out at pages 41 to 53 of MONEYME's FY22 Annual Report, available at <https://investors.moneyme.com.au> under the 'Announcements & Reports' tab.

The Remuneration Report contains information about the remuneration of MONEYME's Key Management Personnel, or KMP. KMP are those persons having authority and responsibility for planning, directing and controlling the activities of MONEYME and include executive and non-executive Directors of the Company.

Broadly, the Remuneration Report:

- discusses MONEYME's policy in relation to remuneration of the KMP;
- discusses the relationship between the Board's remuneration policy and Company performance;
- details any performance conditions attached to KMP remuneration; and
- sets out remuneration details for each member of the KMP.

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration in setting remuneration policy for future years.

The Remuneration Report forms part of the Directors' Report, which was unanimously approved by a resolution of the Board. Accordingly, the Directors unanimously recommend that shareholders vote in favour of Resolution 1.

Resolution 2 – Re-election of Mr Peter Coad as a Director

Mr Coad retires in accordance with Rule 6.1(f)(i) of the Company's Constitution and seeks re-election in accordance with Rule 6.1(m)(i).

Mr Coad is the Chair of the MONEYME Board and has been a Non-Executive Director of MONEYME since October 2019. He is a member of the Board's Audit and Risk Management Committee and Remuneration and Nomination Committee. Mr Coad has more than 30 years' experience in domestic and international banking and is a specialist in financial services and risk management with broad experience across financial and capital markets, funds management and consumer finance. Mr Coad served in

senior executive roles at National Australia Bank from 2005 to 2017 where his leadership experience included roles as Head of Global Markets and Asset Servicing, Wholesale Banking; Chief Risk Officer, Business Banking; and Executive General Manager of International Branches and Transformation. Mr Coad previously worked for Commonwealth Bank of Australia and Chase Manhattan Bank in Australia, Asia, and the United States where he held global and regional leadership roles in institutional banking and financial/capital markets. He is a member of the Australian Institute of Company Directors.

Prior to Mr Coad's appointment, the Company completed several background and screening checks including in relation to Mr Coad's character, experience, qualifications, criminal history and bankruptcy history, with no adverse findings.

The Board has considered whether Mr Coad has any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council's Corporate Governance Principles & Recommendations (4th edition). The Board considers Mr Coad to be an independent Director.

The Board considers that Mr Coad's experience in the areas of financial services, capital markets and risk management has been and continues to be of great benefit to the Company. Prior to submitting himself for re-election, Mr Coad confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company. The Board unanimously supports Mr Coad's re-election as a Non-Executive Director.

For the reasons set out above, the Directors unanimously recommend that shareholders vote in favour of Resolution 2.

Resolution 3 – Re-election of Mr David Taylor as a Director

The Board appointed Mr Taylor as a Non-Executive Director of the Company in March 2022 following the completion of the Company's acquisition of SocietyOne Holdings Pty Ltd, where Mr Taylor was a Non-Executive Director from March 2018 until completion of the acquisition. Under Rule 6.1(d) of the Company's Constitution, Mr Taylor holds office under that appointment until the conclusion of the AGM, but is eligible for re-election at the AGM. Mr Taylor seeks re-election in accordance with Rule 6.1(m)(i) of the Company's Constitution.

Mr Taylor has over 30 years of financial services experience across retail banking, payment systems, superannuation, wholesale banking, funds management, capital markets and fintech partnerships. From 2010 until July 2021, Mr Taylor was the CEO of G&C Mutual Bank, where he remains a director. He previously held senior executive positions at Credit Union Services Corporation (CUSCAL) and Finance Industry Consulting Services. Mr Taylor is also currently a director of CUFSS Limited, and Shared Service Partners Pty Limited. Mr Taylor holds a First Class Honours Degree in Political Economy from the University of Adelaide and is a Graduate of the Australian Institute of Company Directors.

Prior to Mr Taylor's appointment, the Company completed several background and screening checks including in relation to Mr Taylor's character, experience, qualifications, criminal history and bankruptcy history, with no adverse findings.

The Board has considered whether Mr Taylor has any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors set out in the ASX Corporate Governance Council's Corporate Governance Principles & Recommendations (4th edition). The Board considers Mr Taylor to be an independent Director.

The Board considers that Mr Taylor's experience in the areas of consumer finance, risk management and stakeholder management has been and continues to be of great benefit to the Company. Prior to submitting himself for re-election, Mr Taylor confirmed that he would continue to have sufficient time to

properly fulfil his duties and responsibilities to the Company. The Board unanimously supports Mr Taylor's re-election.

For the reasons set out above, the Directors unanimously recommend that shareholders vote in favour of Resolution 3.

Resolution 4 – Amendment of the Company's Constitution

Shareholder approval is being sought to amend the Company's Constitution in order to:

- bring the Constitution up to date by reflecting various changes in law and recent developments in corporate governance; and
- incorporate the legal requirements required for the Company to achieve B Corp Certification.

The Company's existing Constitution has not been amended since the Company was listed on 10 December 2019. The Company has reviewed its Constitution and proposes to make a number of amendments which are intended to reflect certain changes to corporate governance practices, in particular to further facilitate the use of technology at meetings of shareholders and to improve the efficiency and flexibility of administrative matters.

The Company has previously signalled its intention to achieve B Corp Certification, which measures a business' social and environmental impact and is pursued by companies who wish to balance the pursuit of shareholder returns with having a broader positive impact. This reflects the Company's ongoing commitment to its Environment, Social and Governance (ESG) mission.

B Corp Certification is a designation that a business is meeting high standards of verified performance, accountability, and transparency on a variety of social and environmental factors. The Company has chosen B Corp Certification to measure and improve its ESG efforts, as B Corp Certification:

- is well renowned;
- provides coverage across the full domain of ESG;
- uses a very specific and quantitative impact measurement regime; and
- requires external verification and public disclosure.

As part of achieving B Corp Certification, the Company must demonstrate high social and environmental performance by achieving a "B Impact Assessment" score of 80% or more and passing a risk review. The Company also needs to satisfy the "legal requirement", which requires the Company to include two new clauses in its Constitution, referred to as the "purpose clause" and "stakeholder clause" – please see the table below for a description of these two clauses. The effect of the changes would be to embed the Company's broader ESG mission into its Constitution and signal to investors, employees, and Directors that environmental and social considerations are embedded into the core of the Company's business. Assuming that the resolution is passed, there are further requirements that the Company will need to satisfy in order to achieve B Corp Certification.

A special resolution of shareholders is required to amend the Constitution and will only be taken to be passed by the approval of 75% of the votes cast by shareholders entitled to vote on the resolution.

A complete copy of the Constitution with the proposed amendments is available from the Company's website at <https://investors.moneyme.com.au/agm> and will be tabled at the AGM. Shareholders may also view the proposed amended Constitution prior to the Meeting at the Company's registered office during normal business hours or may obtain a copy by emailing investors@moneyme.com.au.

A summary of the proposed key amendments to the Constitution is set out in the table below.

B Corp certification related changes to the Constitution

Rule	Summary of proposed amendments
<i>Rule 2 (Purpose)</i>	The proposed new rule is required to facilitate B Corp status and is called the “purpose clause”. It sets out the Company’s purpose, being to deliver returns to shareholders while having an overall positive impact on society and the environment.
<i>Rule 7.6 (Powers and duties of directors)</i>	<p>The proposed new rule is required to facilitate B Corp status and is referred to as the “stakeholder clause”. The proposed amendments provide that the Directors and other officers of the Company must, in discharging their duties, include in their consideration a range of factors (in respect of which they need not give priority to a particular factor over another) relating to the broader social impact and sustainability of the Company’s operations, including:</p> <ul style="list-style-type: none"> • the likely consequences of any decision or act of the Company in the long term; • the interests of the Company’s employees; • the need to foster the Company’s business relationships with suppliers, customers and others; • the impact of the Company’s operations on the community and the environment; • the desirability of the Company maintaining a reputation for high standards of business conduct; • the interests of the members of the Company; and • the ability of the Company to create an overall positive impact on society and the environment.

Other proposed changes to the Constitution

Rule	Summary of proposed amendments
<i>Rule 3.4 (Joint holders of shares)</i>	<p>The Company proposes to amend this rule to increase the number of persons that the Company may register as joint holders of shares from three to four (as well as to confirm that the registration of joint holders is subject to the Listing Rules, as well as the ASX Settlement Operating Rules).</p> <p>This is intended to reflect that, as part of ASX’s CHESS replacement project, the registration system will be modernised to allow the recording of holder registration details in a structured format that will allow up to four joint holders of a security.</p>
<i>Rule 6 (General meetings)</i>	Several amendments are proposed to further facilitate the holding of hybrid meetings, including as set out below:

	<ul style="list-style-type: none"> amending rule 6.1(c) to permit the Directors to change the technology to be used for a general meeting; amending rule 6.2(b) to confirm that the chair may allow a meeting to continue despite that a shareholder is unable to participate due to technical difficulties so long as a quorum remains present; amending rule 6.3(c) to clarify that notices of general meeting must include sufficient information to allow shareholders entitled to attend the meeting to participate using virtual meeting technology (such as dial in details or a link to the relevant website); and amending 6.5(c) to clarify that the means of attendance and participation (including by virtual meeting technologies) will be factored into the Directors' determination to adjourn a meeting due to insufficient quorum. <p>It is also proposed that rule 6.8 be amended to align with changes to the Corporations Act, which require matters must be decided on a poll (rather than a show of hands) if:</p> <ul style="list-style-type: none"> the notice of meeting set out an intention to propose the resolution and stated the resolution; or the company has given notice of the resolution in accordance with section 249O of the Corporations Act (members' resolutions); or if a poll is demanded.
<i>Rule 14 (Notices)</i>	The proposed amendments clarify that the Company is permitted to give notices to shareholders by any means permitted by the Corporations Act, Listing Rules and any other applicable law. In particular, notices can be given by electronic means (if any) nominated by a member to the Company for the giving of notices.
<i>Schedule 1, Clause 2 (Interpretation)</i>	<p>A number of amendments are proposed that are ancillary to the other amendments described above, including:</p> <ul style="list-style-type: none"> clarifying that any requirement for a communication to be in writing under the Constitution can be complied with via electronic communication means; clarifying that a requirement for a signature under the Constitution may be complied with via electronic methods, including execution of counterparts electronically; and clarifying that members are taken to be present at the venues listed in the notice of meeting or where they are attending via virtual meeting technology.
<i>Various places</i>	Amendments to the clause numbering and cross-referencing to take into account the insert of the new clause 2.

For the reasons set out above, the Directors unanimously recommend that shareholders vote in favour of Resolution 4.

Resolution 5 – Financial assistance regarding SocietyOne entities and PEP Facility

The proposed resolution

Resolution 5 seeks the approval of the Company's shareholders, pursuant to section 260B(2) of the Corporations Act, for financial assistance which is to be provided by each Acquired Company to support the financing of the Acquisition under, or in connection with the Facility Agreement, and all elements of the Facility Agreement and related finance documents, guarantees or security or other related transactions or documents that may constitute financial assistance by the Acquired Companies for the purposes of section 260A of the Corporations Act in connection with the Acquisition or otherwise, as further described in these Explanatory Notes.

Approval is sought by special resolution, which requires at least 75% of the votes that are cast on the resolution to be in favour of the resolution.

Background

Under a merger implementation agreement dated 17 December 2021 between the Company, SocietyOne Holdings Pty Ltd and others, the Company acquired (directly or indirectly) the Acquired Company shares pursuant to the Acquisition. The Acquisition occurred on 15 March 2022.

In order to support the financing incurred to fund the purchase price for the Acquisition and other funding requirements of the Company and its subsidiaries, the Company and certain other subsidiaries of the Company amended its existing Facility Agreement, to provide for further funding to fund the Acquisition.

Under the Facility Agreement, the Lenders agree to provide financial accommodation (the **Facilities**) to MoneyMe Finance Pty Ltd (ACN 637 305 358) from time to time.

Under the terms of the Facility Agreement, the Company is required to ensure that each of the Acquired Companies gives:

- (a) a guarantee and indemnity in favour of the Lenders to guarantee all amounts (the **Guaranteed Money**) owing under or in relation to the facilities under the Facility Agreement (which include other borrowings of MoneyMe Finance Pty Limited (ACN 637 305 358) which are used for other purposes of the Company and its subsidiaries business and are not directly related to the Acquisition) (the **Guarantee**); and
- (b) security over all of its assets and undertaking in favour of the Lenders to secure the Guaranteed Money (the **Security**).

In addition to executing the Guarantee and granting the Security, each Acquired Company may, or may be required to:

- (a) execute, or accede or consent to, any instrument referred to in, or incidental or related to, the "Finance Documents" (as defined in the Facility Agreement, and including any document to be entered into at any time for the purpose of amending, varying, replacing, restating, novating or supplementing such instruments) (the **Finance Documents**);
- (b) subordinate its intercompany claims;
- (c) transfer assets to, or assume other liabilities of, the Company or other subsidiaries of the Company (the Company and its subsidiaries together being the **Group**);
- (d) make available directly or indirectly its cash flows or other resources in order to enable other members of the Group to comply with their obligations under the Finance Documents; and

- (e) provide additional support (which may include incurring additional obligations, giving new guarantees or new security interests) in connection with the Finance Documents, including in connection with any refinancing of amounts owing under or in respect of the Finance Documents.

Execution by the Acquired Companies of the Guarantee and Security, and entry into any of the other transactions listed or contemplated above (together, the **Financial Assistance**) may have the effect of each Acquired Company financially assisting in the acquisition of their own shares for the purposes of the Corporations Act.

Why shareholder approval is required

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares in it or its holding company only in certain limited circumstances, including where the assistance is approved by shareholders under section 260B.

Under section 260B(1) of the Corporations Act, shareholder approval must be given by the shareholders of the company at a general meeting by either:

- (a) a special resolution, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

In addition, because the Acquired Companies became subsidiaries of a listed holding corporation (the Company) immediately after the Acquisition, the financial assistance must also be approved by a special resolution passed at a general meeting of the Company under section 260B(2) of the Corporations Act.

The giving of the Financial Assistance has been, or will be, approved by a unanimous resolution of each of the Acquired Companies in accordance with section 260B(1) of the Corporations Act. Accordingly, it is proposed that the Financial Assistance now be approved by special resolution of the shareholders of the Company.

Effect of the Financial Assistance

The Company is already itself liable for amounts payable under the Finance Documents and has provided security over its assets to secure the amounts due under the Finance Documents, so the giving of the Financial Assistance is unlikely to adversely affect the Company or the Acquired Companies, except that the operations of the Acquired Companies will be restricted by the representations and undertakings given by them under the Finance Documents.

The Guarantees and Security to be given by the Acquired Companies will be on substantially the same terms as the Guarantees and Security already given by the Company and the other Obligor to secure the Guaranteed Money.

The substantial effect of the Financial Assistance on the Acquired Companies will be that each of them will have guaranteed the amounts payable under the Finance Documents, and granted one or more security interests over all of their assets and undertakings to secure all obligations under the Finance Documents.

The principal advantage to the Company (and, indirectly, the Acquired Companies) is to ensure that the Company and its subsidiaries continue to have the benefit of the Facilities and comply with their obligations under the Facility Agreement.

Other advantages to the Acquired Companies include that they:

- (a) may benefit from the working capital facilities provided under the Finance Documents;

- (b) may benefit from repayment of their existing indebtedness from funds drawn under the Facilities; and
- (c) will be able to draw on the capital resources and management expertise of the Group, while retaining existing expertise and knowledge in the industry in which they operate.

On the other hand, the disadvantages of the Financial Assistance for the Acquired Companies include that:

- (a) they will become liable for all amounts outstanding under the Finance Documents;
- (b) if an event of a default was to occur under the Facility Agreement, the Lenders may require immediate repayment of all amounts outstanding under the Finance Documents and enforce the Security granted by the Acquired Companies. This may result in a winding up of the Acquired Companies or the appointment of a receiver and a sale of their assets, which could result in a lower return than could have been achieved had those assets been sold in the ordinary course of business; and
- (c) their assets will be subject to the Security, and their operations and ability to independently obtain finance from other sources may be restricted by the Security and the undertakings, representations and warranties given under the Finance Documents.

The Directors of the Company have considered the giving of the Financial Assistance and are of the opinion that there are reasonable grounds to believe that it is in the best interests and for the commercial benefit of the Company and each Acquired Company.

Notice to ASIC

A copy of this Notice of Annual General Meeting was lodged with the ASIC before being sent to the shareholders of the Company, as required by section 260B(5) of the Corporations Act.

Disclosure

The Directors of the Company consider that these Explanatory Notes contain all information known to the Company that would be material to the decision of the Company's shareholders on how to vote on the financial assistance resolution set out in Resolution 5, other than information which would be unreasonable to include because it had previously been disclosed to shareholders.

Directors' recommendation

The Directors of the Company unanimously recommend that the shareholders of the Company vote in favour of Resolution 5.

Resolution 6 – Issue of fully paid ordinary shares to MoneyMe Finance Pty Limited as trustee for the MME Share Plan Trust

Resolution 6 seeks the approval of shareholders for the issue of 3,000,000 fully paid ordinary shares to MoneyMe Finance Pty Limited as trustee for the MME Share Plan Trust (**Trustee**), in connection with the obligations under the MONEyme Employee Equity Incentive Plan (**Plan**), as outlined below.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can 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.

Shareholder approval is being sought for the issue of 3,000,000 Shares, such that these Shares not be included for the purposes of calculating the capacity of the Company to issue securities under the ASX Listing Rules.

The shares will be issued to the Trustee and allocated from time to time when Performance Rights issued under the MONEYME Employee Equity Incentive Plan vest and are exercised by the holders of the Performance Rights, being Directors or employees of the Company.

In the opinion of the Board, the resolution will assist the Company to manage its capital requirements efficiently by ensuring that the limit under the Listing Rules is not diminished by this issue of securities to the Trustee and capacity is available for capital management and other purposes, if necessary.

If Resolution 6 is passed, the issue of shares to the Trustee can proceed without utilising any of the Company's 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1. If Resolution 6 is not passed, the issue can still proceed, but it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

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	MoneyMe Finance Pty Limited as trustee for the MME Share Plan Trust (Trustee)
The number and class of securities that the Company will issue	3,000,000 fully paid ordinary shares.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Shares issued to the Trustee rank equally with all other fully paid ordinary shares on issue in the Company.
The date by which the Company will issue the securities	If shareholders approve Resolution 6, the Company expects to issue the shares shortly following this AGM on or around 25 November 2022, but in any event by no later than 22 February 2023 (being the date that is 3 months after the date of the AGM).
The price or other consideration the Company will receive for the securities	The issue price for the shares will be determined by reference to the closing market price (as that term is defined under the ASX Listing Rules) on the day prior to issue, to be settled in the form of an inter-company transfer.
The purpose of the issue, including the intended use of funds raised by the issue	Shares will be issued to the Trustee in relation to obligations under the MONEYME Employee Equity Incentive Plan. Further details of the MONEYME Employee Equity Incentive Plan is available on our website at the following location: https://investors.moneyme.com.au/investor-centre/?page=corporate-governance .

For the reasons set out above, the Directors unanimously recommend that shareholders vote in favour of Resolution 6.

Resolution 7 – Issue of Performance Rights to Mr Clayton Howes

Resolution 7 deals with the proposed grant of Performance Rights under the Company's Employee Equity Incentive Plan to Mr Clayton Howes, the Company's Managing Director and CEO.

Awards under the Plan are structured as rights to receive shares in the Company at a future date subject to satisfaction of the applicable vesting conditions (**Performance Rights**). The Board has agreed, subject to obtaining shareholder approval, to grant a total of 338,710 Performance Rights to Mr Howes as part of his total remuneration package for the financial year ending 30 June 2023.

ASX Listing Rule requirements

ASX Listing Rule 10.14 requires shareholder approval by ordinary resolution before any of the following persons can be issued securities under a listed entity's employee incentive scheme:

- a director;
- an associate of a director; or
- a person whose relationship with the listed entity, or the entity's directors or their associates is such that in the ASX's opinion, the acquisition of securities should be approved by shareholders.

As Mr Howes is a Director of MONEYPE, Resolution 7 seeks shareholder approval for the issue of 338,710 Performance Rights to Mr Howes. Specific details of the proposed issue are set out below.

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by a listed entity without approval of shareholders in any rolling twelve month period. However, a listed entity is permitted to issue shares (or other securities) in excess of the 15% limit if those shares or securities are issued in reliance on an exception to Listing Rule 7.1 or the issue is approved by shareholders. Approval of Resolution 7 will provide approval for this purpose such that the issue of Performance Rights will fall within exception 14 in ASX Listing Rule 7.2. Therefore, the issue of securities to Mr Howes will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of shares in the Company on the exercise of the Performance Rights will also not count towards the Company's 15% limit under Listing Rule 7.1.

If Resolution 7 is approved by shareholders, the Company will issue 338,710 Performance Rights to Mr Howes on the terms and conditions as set out in this Notice and those Performance Rights will be taken to have been issued pursuant to exception 14 in ASX Listing Rule 7.2.

If Resolution 7 is not approved, the Company will not be able to issue Performance Rights to Mr Howes. This may impact the Company's ability to incentivise Mr Howes and align his remuneration arrangements in the best long-term interests of shareholders. Instead, the Board will need to consider alternative remuneration arrangements, which may include higher cash components of the remuneration for Mr Howes.

Purpose of the Plan

The Company has established the Plan to assist in the reward, retention and motivation of senior executives. The Plan is designed to align the interests of senior executives with the interests of shareholders by providing an opportunity for the participant in the Plan to receive an equity interest in the Company. Other members of senior management will be granted Performance Rights under the Plan on similar terms to those proposed to be granted to Mr Howes.

Calculation of the Proposed Number of Performance Rights

The number of Performance Rights to be granted to Mr Howes has been calculated by dividing \$315,000, being the dollar value of the award approved by the Board, by \$0.93, being the volume weighted average share price for MONEYPE shares traded on ASX during the calendar months of May and June 2022.

It is proposed that Mr Howes be granted 338,710 Performance Rights for nil financial consideration.

Vesting period

The Performance Period commenced on 1 July 2022 and will conclude on 30 June 2024. Following conclusion of the Performance Period:

- 50% of the vested Performance Rights become exercisable the day following the release of the results for MONEYME for the period ended 30 June 2024; and
- 50% of the vested Performance Rights become exercisable on the day following the release of the results for MONEYME for the period ended 30 June 2025.

Performance conditions

The grant of Performance Rights is subject to three Performance Conditions to be measured over the Performance Period. These Performance Conditions have been linked to the achievement of key financial and strategic goals that will enable MONEYME to achieve its strategic objectives. The Performance Conditions are based on the measures set out in the table below, with 30% of the total number of Performance Rights available to vest dependent on the achievement of each of Performance Conditions 1 and 3, and 40% of the total number of Performance Rights available to vest dependent on the achievement of Performance Condition 2.

Performance Condition	Measure	Weighting
1 - ESG	B Corp Score of at least 80% (refer to the Explanatory Notes for Resolution 4 for more information on B Corp certification)	30%
2 - Growth	Compound Annual Growth in Revenue of at least 20%	40%
3 - Returns	Total Shareholder Return (reflecting share price and dividends) at least 10% above the S&P ASX Small Ordinaries Index	30%

Calculation of the achievement against the above targets will be determined by the Board of the Company in its absolute discretion at the conclusion of the Performance Period, having regard to any matters that it considers relevant.

Additional Terms of the Performance Rights

- Performance Rights do not carry any dividend or voting rights prior to vesting.
- The Company's obligation to allocate shares on vesting of the Performance Rights may be satisfied by issuing new shares, procuring the transfer to, or procuring the setting aside for the participant the number of shares in respect of which Performance Rights have vested.
- The Plan contains provisions which give the Board the ability, in certain circumstances, to impose clawback, including the lapse of unvested Performance Rights and forfeit of shares allocated upon vesting of Performance Rights (e.g. in the event of fraud, defalcation or gross misconduct).
- Vesting of the Performance Rights will be determined by reference to the achievement of Performance Conditions over a 2 year Performance Period but will be subject to the following exercise restriction:
 - 50% of the vested Performance Rights become exercisable on the day following the release of the results for MONEYME for the period ended 30 June 2024; and
 - 50% of the vested Performance Rights become exercisable on the day following the release of the results for MONEYME for the period ended 30 June 2025.

- Performance will be tested at the end of the Performance Period to determine the extent to which MONEYME has satisfied the Performance Conditions.
- If in the Board's opinion, there is, or is likely to be, a change in the control (as defined in the Plan rules) of the Company, the Board has discretion to determine that all or a specified number of the Performance Rights vest.
- If there is any corporate action by, or capital reconstruction in relation to the Company (including but not limited to return of capital), adjustments may be made to the number of Performance Rights and/or the number of shares to which Mr Howes is entitled upon vesting in accordance with the ASX Listing Rules or in a manner that the Board considers appropriate.
- In the event that Mr Howes ceases employment with MONEYME, Performance Rights will be treated as follows:
 - if Mr Howes ceases employment other than as a good leaver (i.e. resignation other than due to special circumstances, dismissal for cause or poor performance or any other circumstances determined by the Board), all unvested Performance Rights will immediately lapse and vested Performance Rights that have not been exercised will lapse on the date of cessation of employment unless the Board determines otherwise; and
 - if Mr Howes ceases employment due to death, total and permanent disability or redundancy or any other circumstances in which the Board determines Mr Howes to be a good leaver, the unvested Performance Rights will lapse and the vested Performance Rights that have not been exercised will continue in force until the exercise date.
- The Board has the discretion to lapse any or all unvested Performance Rights it deems appropriate in the circumstances.
- Under the Plan rules, any dealing in respect of a Performance Right is prohibited, unless the Board determines otherwise or the dealing is required by law.

Technical information for the purposes of ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires that a notice of meeting seeking the approval of shareholders for the purposes of ASX Listing Rule 10.14 contains specified information and the following information is included in these Explanatory Notes for that purpose:

Name of the person and category under rules 10.14.1 – 10.14.3	Clayton Howes is the Managing Director and CEO of MONEYME and, as a Director, falls within the category of people set out in ASX Listing Rule 10.14.1.
Number and class of securities proposed to be issued	It is proposed that 338,710 Performance Rights be granted to Mr Howes. The Performance Rights may convert to fully paid ordinary shares in MONEYME on a one-for-one basis subject to the achievement of the Performance Conditions described above.
Director's current total remuneration package	Mr Howes' total remuneration package for FY2023 comprises: <ul style="list-style-type: none"> ○ annual remuneration of \$610,920; ○ a short term incentive of \$450,000; and ○ a long term incentive to the value of \$315,000.

Number of securities previously issued to Mr Howes under the Plan	630,449 Performance Rights have previously been issued to Mr Howes under the Plan.
Material terms of the securities	The Performance Rights are not quoted on ASX and carry no voting or dividend rights. Any shares allocated on vesting of the Performance Rights will rank equally with fully paid ordinary shares on issue at the time.
Explanation of why that security is being used	<p>The Performance Rights are being issued to incentivise Mr Howes deliver the Company's growth strategy and drive financial performance in the interests of shareholders. The Board is satisfied that Mr Howes' remuneration arrangements are competitive relative to ASX market and industry peers.</p> <p>The Company uses Performance Rights to incentivise Mr Howes to deliver the Company's growth strategy and financial performance in the interests of shareholders and because:</p> <ul style="list-style-type: none"> ○ they are unquoted, therefore their grant has no immediate dilutionary impact on shareholders; ○ their issue will align the interests of Mr Howes with those of shareholders; ○ their issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Howes as part of his long term incentive; and ○ it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting Performance Rights on the terms proposed.
Value attributed to the securities	The value that the Company attributes to the Performance Rights being issued is \$315,000.
Date by which the securities will be issued	It is currently expected that, if shareholder approval for the issue of the Performance Rights is obtained, the Performance Rights will be issued to Mr Howes on or around 25 November 2022. In any event, the Performance Rights will be issued within three years after the date of the Meeting (that is, before 22 November 2025).
Price at which the securities will be issued	The Performance Rights will be issued to Mr Howes for nil cash consideration and no cash consideration will be payable upon the conversion of the Performance Rights or the subsequent issue of shares, if any. Accordingly, no funds will be raised from the issue or conversion of the Performance Rights.

Summary of the material terms of the Plan	A summary of the material terms of the Plan is included at Attachment 1 to this Notice of Meeting.
Summary of the material terms of any loan in relation to the acquisition	No loan will be provided to Mr Howes in relation to the Performance Rights to be issued under the Plan.
Annual Report	Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
Exclusion of persons under rule 10.14	Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.
Voting exclusion	A Voting Exclusion Statement is set out in the Notice of Meeting.

Rationale for the proposed grant

The Directors consider that it is important for the Company to be able to attract and retain experienced Directors and that the proposed grant of Performance Rights to Mr Howes is appropriate taking into account his level of experience and contribution to the Company.

The Directors consider that the proposed number of Performance Rights to be granted to Mr Howes is appropriate to:

- motivate Mr Howes to pursue long-term growth and success of the Company (within an appropriate control framework);
- align the interests of key leadership with the long-term interests of the Company's shareholders; and
- ensure a clear correlation between performance and remuneration, in accordance with the Company's remuneration policy.

The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) note that equity-based remuneration can be an effective form of remuneration for executives when linked to hurdles that are aligned to short, medium and longer-term objectives.

Directors' interests in the outcome of Resolution 7

No Director other than Mr Howes has an interest in the outcome of Resolution 7.

Directors' recommendation

The Directors, with Mr Howes abstaining, unanimously recommend that shareholders vote in favour of Resolution 7.

Attachment 1 – Summary of the material terms of the MONEYME Employee Equity Incentive Plan

The key elements of the Plan are as follows:

Eligibility to participate	Offers may be made at the Board's discretion to a Director, employee, contractor or consultant of the Group or any other person whom the Board determines to be eligible to participate in the Plan and who is invited to participate in the Plan by the Company.
Types of securities	<p>One or more of the following may be granted to eligible participants under the Plan:</p> <ul style="list-style-type: none"> • Performance Rights: the right to be allocated or issued a share subject to the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer; • options: the right to a share subject to the payment of the applicable exercise price, the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer; and/or • restricted shares: a share issued to an eligible participant subject to the restrictions and vesting conditions set out in the Plan, which may include a trading restriction.
Offers	<p>The Board, in its absolute discretion, may make offers to eligible participants to:</p> <ul style="list-style-type: none"> • participate in a grant of Performance Rights or options on the terms set out in the Plan and additional terms and conditions that the Board determines apply to an individual offer; and/or • acquire restricted shares (separate to, and independent from, any shares acquired under a Performance Right or option) subject to the specific terms contained in an individual invitation letter.
Consideration payable	Unless otherwise determined by the Board, no payment is payable by an eligible participant on grant of a Performance Right, option or restricted share.
Vesting	<p>Each grant of security under the Plan is subject to the terms of the individual offer.</p> <p>Subject to the Board's discretion and the participant complying with the conduct requirements under the Plan, Performance Rights vest on satisfaction of the performance conditions that apply to an individual offer, unless otherwise waived by the Board acting in its sole discretion.</p> <p>Subject to the participant complying with the conduct requirements under the Plan, options only become exercisable if the performance conditions and other relevant conditions applicable to an individual offer are satisfied. The exercise of an option will be effected in the manner determined by the Board and must be accompanied by the exercise price.</p>

Cessation of employment	If a participant ceases to be an eligible participant before the vesting date of a Performance Right or the exercise of an option, the Performance Right or option lapses, unless otherwise determined by the Board in its discretion or in accordance with the specific terms contained in an invitation letter.
Restriction on dealing with shares	<p>The Board may, in its discretion, impose restrictions on dealing with:</p> <ul style="list-style-type: none">• shares allocated or issued on vesting of a Performance Right or option; or• restricted shares.
Change of control	On the occurrence of a change of control event, the Board may, in its absolute discretion, determine that all or a specified number of a participant's Performance Rights immediately vest or options be immediately exercisable.

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
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:

A

VOTE DIRECTLY



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



in relation to the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Tuesday, 22 November 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 Annual General Meeting of the Company to be held at **11:00am (AEDT) on Tuesday, 22 November 2022** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales 2000** or logging in online at <https://meetings.linkgroup.com/MMEAGM22> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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*

For Against Abstain*

1 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Financial assistance regarding SocietyOne entities and PEP Facility

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Mr Peter Coad as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Issue of Shares to MoneyMe Finance Pty Limited as trustee for the MME Share Plan Trust

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Mr David Taylor as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7 Issue of Performance Rights to Mr Clayton Howes

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Amendment of the Company's Constitution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

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, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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 representative of the corporation 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 Annual General 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 PROXY FORM

This Proxy 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, 20 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy 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 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

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