

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

MoneyMe Limited

ABN/ARBN

29 636 747 414

Financial year ended:

30 June 2024

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

☐ 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 28 August 2024 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 29 August 2024

Name of authorised officer authorising lodgement:

Jonathan Swain, Company Secretary

<sup>1</sup> "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.

<sup>2</sup> 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.

<sup>3</sup> 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, <sup>4</sup> 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: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our Board Charter at: <a href="https://investors.money.com.au/investor-centre/?page=corporate-governance">https://investors.money.com.au/investor-centre/?page=corporate-governance</a>	
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.	<input checked="" type="checkbox"/>	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation in full for the whole 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/”).

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;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.</p>	<input checked="" type="checkbox"/>  and we have disclosed a copy of our Diversity Policy at: <a href="https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance">https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance</a>  and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement	
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(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.</li> </ul>	<input checked="" type="checkbox"/>  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	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(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.</li> </ul>	<input checked="" type="checkbox"/>  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	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the Remuneration and Nomination Committee Charter at:</p> <p><a href="https://investors.money.com.au/investor-centre/?page=corporate-governance">https://investors.money.com.au/investor-centre/?page=corporate-governance</a></p> <p>and the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) on page 14 of our Annual Report, available from our website at:</p> <p><a href="https://investors.money.com.au/investor-centre/?page=results-centre">https://investors.money.com.au/investor-centre/?page=results-centre</a></p>	
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.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our Board Skills Matrix in our Corporate Governance Statement</p>	
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the information referred to in paragraphs (a) and (c) in our Corporate Governance Statement</p>	
2.4	A majority of the board of a listed entity should be independent directors.	<p><input checked="" type="checkbox"/></p>	

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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.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/> and we have disclosed our Code of Conduct at <a href="https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance">https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance</a>	
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.	<input checked="" type="checkbox"/> and we have disclosed our Whistleblower Policy at: <a href="https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance">https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance</a>	
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.	<input checked="" type="checkbox"/> and we have disclosed our Anti-Bribery and Corruption Policy <a href="https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance">https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance</a>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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: <sup>5</sup>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the Audit and Risk Management Committee Charter at:  <a href="https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance">https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance</a>  and the information referred to in paragraphs (4) and (5) on pages 14 to 16 of our Annual Report available from our website at:  <a href="https://investors.moneyyme.com.au/investor-centre/?page=results-centre">https://investors.moneyyme.com.au/investor-centre/?page=results-centre</a></p>	
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.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our Disclosure Policy at  <a href="https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance">https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance</a></p>	

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5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://investors.money.com.au/investor-centre/?page=corporate-governance">https://investors.money.com.au/investor-centre/?page=corporate-governance</a>	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the Audit and Risk Management Committee Charter at:</p> <p><a href="https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance">https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance</a></p> <p>and the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) on page 14 of our Annual Report, available from our website at:</p> <p><a href="https://investors.moneyyme.com.au/investor-centre/?page=results-centre">https://investors.moneyyme.com.au/investor-centre/?page=results-centre</a></p>	
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>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</p>	
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement</p>	



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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.	<input checked="" type="checkbox"/> <p>and we have disclosed whether we have any material exposure to environmental and social risks and how we manage or intend to manage those risks in our Corporate Governance Statement and in our 2024 Sustainability Report to be published on Friday 30 August 2024 and which will be available from that date on our website at:</p> <p><a href="https://investors.moneyyme.com.au/investor-centre/?page=results-centre">https://investors.moneyyme.com.au/investor-centre/?page=results-centre</a></p>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<input checked="" type="checkbox"/> <p>and we have disclosed a copy of the Remuneration and Nomination Committee Charter at:</p> <p><a href="https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance">https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance</a></p> <p>and the information referred to in paragraph (4) in our Corporate Governance Statement and the information referred to in paragraph (5) on page 14 of our Annual Report available from our website at:</p> <p><a href="https://investors.moneyyme.com.au/investor-centre/?page=results-centre">https://investors.moneyyme.com.au/investor-centre/?page=results-centre</a></p>	

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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.	<input checked="" type="checkbox"/> 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 27 to 39 of our Annual Report, available from our website at: <a href="https://investors.moneyyme.com.au/investor-centre/?page=results-centre">https://investors.moneyyme.com.au/investor-centre/?page=results-centre</a>	
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.	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it in our Securities Trading Policy which is disclosed at <a href="https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance">https://investors.moneyyme.com.au/investor-centre/?page=corporate-governance</a>	
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
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.		<input checked="" type="checkbox"/> 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.		<input checked="" type="checkbox"/> 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.		<input checked="" type="checkbox"/> 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**

## **FY24 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 (**Governance Framework**) that supports this commitment. Further details of the Governance Framework are set out below. The Governance Framework detailed below was in place throughout the financial year ended 30 June 2024 (**FY24** or **Reporting Period**). A number of updates to the Governance Framework were approved by the Board in July 2024, and these will be detailed in the Company's FY25 Corporate Governance Statement.

Specific key components of the Governance 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>.

The Company's FY24 Annual Report, which is referred to in this Corporate Governance Statement, is available at <https://investors.moneyme.com.au/investor-centre/?page=results-centre>. The Company's 2024 Sustainability Report, which is also referred to in this Corporate Governance Statement, will be available from the same location from Friday 30 August 2024.

This Corporate Governance Statement sets out an overview of the Governance Framework in place during the Reporting Period 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 Reporting Period.

This Corporate Governance Statement is current as at 28 August 2024 and has been approved by resolution of the Board.

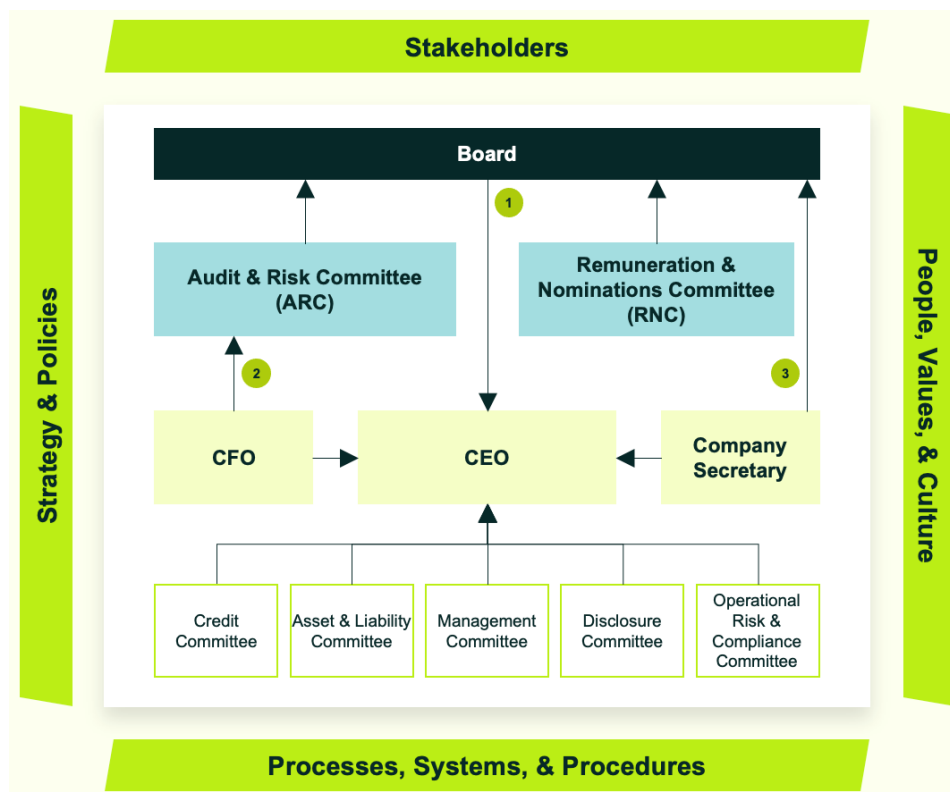
### **OVERVIEW OF GOVERNANCE FRAMEWORK**

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

<b>Principle</b>	<b>Comments</b>
<b>Promotion of a "Good Governance" culture</b>	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
<b>Recognise and manage risk</b>	Establishment of a sound risk management framework that includes periodic review and updates as appropriate. This principle reflects Principle 7 of the Recommendations.
<b>Maintain robust policies</b>	This includes the maintenance of fit for purpose ASX-mandated policies as well as other policies that cover the business's key 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.
<b>Clear accountabilities</b>	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.
<b>High calibre people management</b>	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.
<b>Effective operational governance</b>	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 provides a visual overview of the Governance Framework.



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 Governance Framework includes:

- 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, Asset and Liability Management and Continuous Disclosure, and an overarching Management Committee; and
- a Governance Scorecard that sets out governance related performance measures and targeted outcomes to be tracked over time.

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

The following table summarises how the Governance Framework aligns to 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	Internal audit* External audit Debt funder due diligence External Company Secretary External securitisation trust manager and trustee External legal counsel External tax advisers Regulators

\* Outsourced internal audit services provided by BDO commencing from 1 July 2022.

## **PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT**

### ***Roles and responsibilities of Board and Management***

The 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 and 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 Audit and Risk Management Committee (**ARC**), Remuneration and Nomination Committee (**RNC**) 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 reporting and tax related oversight.  |
| • Remuneration and Nominations Committee    | Board appointments and succession planning, Director induction and development, Director and executive remuneration, executive succession planning, 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 Australian Credit Licence and Australian Financial Services Licence related requirements, customer satisfaction and complaints management, people risk 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 directors appointed since listing, prior to their appointments taking effect.

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 in the Company's possession relevant to a decision on whether or not to elect or re-elect a director at a general meeting.

This information was provided to shareholders in respect of the resolutions to re-elect Scott Emery and Rachel Gatehouse as directors at the Company's AGM held in November 2023.

#### ***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 FY24 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 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 in FY21, and the progress towards achieving those objectives as at 30 June 2023 and as at 30 June 2024.

<b>Group</b>	<b>Target – by 30 June 2024</b>	<b>Actual – at 30 June 2024</b>	<b>Prior year – at 30 June 2023</b>
Board	>= 30% women	33% women	33% women
Senior executives	>= 20% women	9% women	10% women
Employees generally	>= 40% women	38% women	42% women

For these purposes, the term "senior executives" refers to the Managing Director and CEO and the 10 other senior executives who report directly to him.

In assessing the progress towards achieving gender diversity objectives, the Company recognises that some of the Company's employees may not identify as either men or women.

In terms of the Board target, with the retirement during the year of Susan Wynne and Peter Coad and the appointment during the year of Susan Hansen and Jamie McPhee, the Board maintained 33% representation of women. The representation of women in the general workforce and among senior executives has decreased in FY24, the Group acknowledges that the representation of women in these categories is below target and intends to improve this in the coming years.

As the target date for achieving the gender diversity objectives set by the Board in FY21 and outlined above has now passed, the Board has determined to set renewed gender diversity objectives. Those new objectives are to achieve and maintain, by 30 June 2027, a Board gender diversity of >= 30%

women, senior executive diversity of >= 20% women, and diversity among employees generally of >= 40% women.

The Group continued to conduct regular gender pay gap analyses in FY24 and also completed its first submission to the Workplace Gender Equality Agency (**WGEA**) for the annual Gender Equality Census. Gender pay equity across the Group's five main role bands, which reflect the seniority, responsibilities, and salaries of the roles, is detailed below.<sup>1</sup>

	Representation of Women		Pay Equity		Gender Pay Gap	
	30 June 2023	30 June 2024	30 June 2023	30 June 2024	30 June 2023	30 June 2024
Role Band A	40.0%	<b>30.8%</b> (↓9)	94.8%	<b>90.1%</b> (↓5)	(5.2%)	<b>(9.9%)</b> (↓5)
Role Band B	44.4%	<b>51.5%</b> (↑7)	97.3%	<b>93.3%</b> (↓4)	(2.7%)	<b>(6.7%)</b> (↓4)
Role Band C	48.0%	<b>31.3%</b> (↓17)	103.4%	<b>85.4%</b> (↓18)	3.4%	<b>(14.6%)</b> (↓18)
Role Band D	50.0%	<b>66.7%</b> (↑17)	101.5%	<b>89.4%</b> (↓12)	1.5%	<b>(10.6%)</b> (↓12)
Role Band E	50.0%	<b>36.8%</b> (↓13)	105.7%	<b>104.5%</b> (↓1)	5.7%	<b>4.5%</b> (↓1)
<b>Weighted average for Role Bands A-E</b>	<b>45.9%</b>	<b>42.5%</b> (↓3)	<b>99.8%</b>	<b>93.5%</b> (↓6)	<b>(0.2%)</b>	<b>(6.5%)</b> (↓6)

The five bands above provide a good indication of both representation of women and pay equity across the business. Executive roles have been excluded from the above table due to insufficient representation of women to make a fair assessment. At 30 June 2024, the Group's overall organisational gender pay gap was 8.7% excluding executives and 28.5% including executives, compared to 5.4% and 24.5% at 30 June 2023 respectively.

The Board acknowledges that there is room for improvement in increasing the representation of women at the Executive level and in reducing the gender pay gaps noted above. MONEYME remains committed to diverse representation and pay equity but acknowledges that change will take time as the Group always seeks to minimise employee turnover, especially at a senior leader level.

<sup>1</sup> All pay equity figures reflect the average base salary for women expressed as a percentage of men's average base salary. Pay equity and gender pay gap data reflect only base salary comparisons and do not include other remuneration such as bonuses or equity. Figures do not include executive roles since the low representation of women in that cohort does not allow a fair assessment of pay equity to be made for that cohort. Figures will differ from MONEYME's WGEA reporting due to differences in reporting dates and methodology.



An action plan has been developed with the oversight of the Remuneration and Nomination Committee (**RNC**) including:

- implementation of pay equity protocols into the Company's recruitment and annual performance review processes;
- specific identification of emerging women leaders in succession planning activities;
- review of current salary banding structures; and
- conducting further gender pay equity reviews at least annually to verify the effect of the other actions identified in the action plan.

The RNC has oversight of delivery of the actions identified in the action plan in order to reduce the gender pay gap. During the Reporting Period a number of actions were taken to embed pay equity protocols in recruitment and annual performance review processes, and quarterly gender pay gap analysis reports were prepared for internal use. A review of salary banding structures is proposed to take place in FY25.

MONEYME continued to support Women in Banking and Finance (**WiBF**) as an official member in FY24. WiBF is a not-for-profit membership association with the goal of promoting and enhancing women leaders in the banking and finance sector. As part of its membership, the Group also sponsored two senior women to attend WiBF's ten-week Workplace Wellbeing & Flourishing Leadership Program.

The Company's 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. The Group also gives employees the option to anonymously record their racial or ethnic diversity through annual diversity and inclusion surveys; 67.3% of employees completed the most recent survey in December 2023. In this survey, 43.9% of respondents stated that they were born outside of Australia, compared to 42.6% in December 2022.

### ***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 has previously disclosed that it intends to evaluate its performance and the performance of its committees and directors at least annually through either:

- self-evaluations under which directors provide responses to questions in the form of a survey, and those responses are discussed by the Board; or
- an externally-facilitated evaluation run by an external organisation,

and that it intends to conduct an externally-facilitated evaluation at least once every three years. The Board considered commissioning an externally-facilitated evaluation during FY23 and again in FY24 but in each case concluded that this would not be the most effective use of the Board's time and the Company's resources.

Following the changes in the Board during FY24, including the appointment of a new Chair and a new Chair of the Remuneration and Nomination Committee, the Board conducted a further self-evaluation. The Board has agreed a number of additional actions to enhance the Board's performance, which will be implemented during FY25. These actions include a commitment to

undertake more regular, but less formal, reviews of performance with a view to generating continuous improvement in the Board's performance.

#### ***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 FY24 Remuneration Report contained within the FY24 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 three are considered independent. The Chair of the Board, Jamie McPhee, who assumed the role on 1 June 2024, is an independent, non-executive director. Peter Coad, who was Chair of the Board from the start of the Reporting Period until 30 May 2024, was also an independent, non-executive director.

During the year, independent non-executive directors Susan Wynne and Peter Coad retired from the Board, and new non-executive directors Susan Hansen and Jamie McPhee were appointed. The Board considers Jamie McPhee to be an independent director. The Board does not consider Susan Hansen to be an independent director, by reason of her position as a director of Resimac Group Ltd, which is a substantial shareholder of the Company.

#### ***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 as a primary skill and the total number of directors, out of six, who have that skill as a secondary skill. Further details of the experience of each director are set out in the director biographies contained on the Company's website.

<b>Skills</b>	<b>Explanation</b>	<b>Primary skill</b>	<b>Secondary skill</b>
Financial services experience	Expertise and experience working in or advising participants in the financial services industry including knowledge of consumer credit risks	5	1
Executive leadership	Held senior executive position in a listed company or another organisation of significant size	6	-

Skills	Explanation	Primary skill	Secondary skill
Listed company or equivalent experience	Experience as a director on a listed company board or member of governance bodies of other large organisations	6	-
Financial reporting	Senior executive or advisory experience in financial accounting and reporting, corporate finance and internal controls	5	1
Risk management	Experience in identifying, assessing and managing strategic, operational and financial risks through risk and 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	4	2
Digital technologies	Developing and leveraging digital technologies, including digital disruption	3	3
Capital management	Corporate capital management strategies, including debt financing, securitisation and equity capital raisings	6	-
Organisational capability	Building workforce capability, including setting remuneration frameworks to attract and retain high calibre people	6	-
Workplace culture and safety	Developing positive workplace culture and oversight of workplace health and safety issues in an office-based environment	6	-
Board governance	Establishment and oversight of governance frameworks, policies and processes appropriate to a listed company	5	1
Environment and social responsibility	Developing and monitoring programs to manage the environmental, social and community impacts of business operations	4	2
Mergers, acquisitions and partnerships	Evaluating and implementing mergers, acquisitions, divestments and strategic partnerships	4	2

The Board considers that it currently has an appropriate mix of skills, experience and expertise.

### ***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 Jamie McPhee, Rachel Gatehouse and Dave Taylor 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 and does not consider Susan Hansen to be independent, by reason of her position as a director of Resimac Group Ltd, which is a substantial shareholder of 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.

The directors were appointed on the following dates and have the following tenures as at the date of this Corporate Governance Statement:

<b>Director</b>	<b>Date of appointment</b>	<b>Tenure</b>
Scott Emery	11 October 2019	4 years and 10 months
Clayton Howes	11 October 2019	4 years and 10 months
Dave Taylor	15 March 2022	2 years and 5 months
Rachel Gatehouse	21 December 2022	1 year and 8 months
Susan Hansen	1 December 2023	8 months
Jamie McPhee	14 March 2024	5 months

### ***Nomination Committee***

The Board has a Remuneration and Nomination Committee (**RNC**). The RNC currently consists of three non-executive directors, Dave Taylor, Scott Emery and Jamie McPhee, of whom two are independent, and had a majority of independent directors at all times during the Reporting Period. The Chair of the RNC, Dave Taylor, who assumed the role on 29 November 2023, is an independent, non-executive director. Susan Wynne, who was Chair of the RNC from the start of the Reporting Period until 28 November 2023, was also an independent, non-executive director.

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 and 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 FY24 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. During the Reporting Period, the Board received external presentations at Board meetings on several current topics. In the Board performance evaluation conducted during the Reporting Period, a number of additional areas for continuing education were identified, and a range of external presentations have been arranged for the Board during FY25.

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

#### ***Values and Code of Conduct***

The Group's core values 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.

<b>We challenge</b>	<b>We move fast</b>	<b>We have heart</b>
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 was reviewed by the Board and updated during the Reporting Period.

The Code of Conduct lists a number of roles within the organisation to whom breaches of the Code of Conduct may be reported. People holding those roles are required to ensure that material breaches of the Code of Conduct reported to them are brought to the attention of 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, Rachel Gatehouse, Dave Taylor and Susan Hansen, of whom two are independent, and had a majority of independent directors at all times during the Reporting Period. Rachel Gatehouse, who was Chair of the ARC throughout the Reporting Period, is an independent non-executive director who is not the Board Chair.

The qualifications of the directors on the ARC are set out in the FY24 Annual Report. The Board considers that the ARC is an appropriate size and is sufficiently independent. Members of the ARC are considered to have the accounting and financial expertise, and sufficient understanding of the industry in which the Group operates and the Group's internal control systems, to be able to discharge their audit responsibilities on the ARC.

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 and 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 FY24 Annual Report.

The Company's external auditor is also invited to present to the ARC throughout the year. The external auditor (Deloitte Touche Tohmatsu from the start of the Reporting Period until 28 November 2023, and Grant Thornton Audit Pty Ltd from 29 November 2023 onwards) 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 2024, 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 2023, 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 or review by an external auditor are reviewed and approved prior to release by the Disclosure Committee. Verification processes include a segregation of duties 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.

In March 2024, following an incident in which information was provided by the Company's media advisor to a journalist before that information had formally been released to the ASX, the Company confirmed to ASX that it would:

- implement an improved process for communications between the Company and its media advisor whereby instructions from the Company in relation to the timing of media briefings must be provided in writing, to ensure that no price-sensitive information is released to the media (or any other third party) before that information has been released to the market via ASX (and the Company has received confirmation from ASX that this has occurred); and
- conduct training for the Company's directors and relevant employees and for the Company's media advisor to refresh all parties' knowledge of continuous disclosure laws, the relevant Listing Rules and the requirements of the Disclosure Policy.

Those steps have now been taken.

The Board has appointed a Disclosure Committee consisting of the Chair, the Managing Director and CEO, the CFO, the General Counsel 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. The Shareholder Communication Policy is disclosed on the Company's website.

### ***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;
- 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.

The Company reverted to a physical meeting format for its 2023 AGM, following the virtual and hybrid AGMs held in 2021 and 2022. In order to provide shareholders with the flexibility either to attend the AGM in person or to view the proceedings of the AGM remotely, the Company also provided a video webcast of the AGM.

All substantive resolutions considered at the AGM in November 2023 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.

Details of the composition of and governance arrangements relating to the ARC are set out above in the commentary on Principle 4. Members of the ARC are considered to have sufficient understanding of the Group's structure, controls and typical transactions, and the industry in which the Group operates, to be able to discharge their risk responsibilities on the ARC.

### ***Risk management framework***

The Company has in place a Risk Management Framework approved by the Board and which aligns with the principles defined in the ISO 31000 Standard as "the systematic application of management



policies, procedures and practices to the task of communicating, establishing the context, identifying, analysing, evaluating, treating, monitoring and reviewing risk. The Risk Management Framework was reviewed by the ARC and the Board and updated during the Reporting Period. The Risk Management Framework includes:

- principles for identifying, measuring and mitigating risks and monitoring and reporting on the adequacy of risk controls established by management;
- key risk governance principles and responsibilities;
- Board-approved risk appetite statements;
- agreed risk tolerances and a process 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.

The 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 there have been any changes to material business risks and whether the Company is operating within the risk appetite set by the Board.

### ***Key risk areas***

The Risk Management Framework approved by the Board notes that MONEYME accepts a level of risk designed to allow it to successfully implement its business plan and continue to increase its market value, grow its business and operate as a going concern. The Risk Management Framework sets out the following 10 key risk areas 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.

Key Risk Area	Risk Description
2. Credit Risk	<p>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). If MONEYME's 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.</p> <p>Part of MONEYME exposure to bad debts is the risk of targeted and/or systematic fraud attacks by, or through, third party loan introducers.</p> <p>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.</p>
3. Technology and Cyber Security Risk	<p>This risk area covers technology related processing failures, technology relevance and data security as further outlined below.</p> <p><i>Processing failures</i></p> <p>MONEYME is dependent on the Horizon Technology Platform to deliver access to finance for customers, collect payments from customers and 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, 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.</p> <p><i>Technology relevance</i></p> <p>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.</p> <p><i>Data security</i></p> <p>By their nature, information technology systems are susceptible to security</p>

Key Risk Area	Risk Description
	<p>issues, including cyber-attacks and other unauthorised access to data and information. Any data security breaches or MONEYPE's failure to protect private customer information (including through cyber-attacks) could result in a significant disruption to MONEYPE's systems, reputational damage, loss of system integrity and breaches of MONEYPE's obligations under applicable laws. An obligation under privacy laws to notify individuals and the Australian Information Commission of the breach could reduce MONEYPE'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.</p>
<p>4. Liquidity and Funding</p>	<p>MONEYPE'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:</p> <ul style="list-style-type: none"> <li>• if MONEYPE is not able to secure additional funding (as and when it is required), MONEYPE may not be able to write new loans or its ability to do so may be restricted; and</li> <li>• if there is a loss or an adverse impact (for instance an increase in the cost of capital) to MONEYPE's current funding sources (including the Horizon Warehouse and the Velocity Warehouse), or any future funding sources, MONEYPE's ability to write new loans on favourable and/or competitive terms will be limited.</li> </ul> <p>MONEYPE 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, MONEYPE 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 MONEYPE's ability to write new loans or write new loans on competitive terms.</p> <p>MONEYPE recognises the need to manage interest rate risk within agreed risk parameters. Failure to hedge fixed rate loan exposures in accordance with policy may impact access to capital and lead to P&amp;L volatility over time.</p>

Key Risk Area	Risk Description
5. Regulatory Compliance	<p>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) (<b>NCCP Act</b>), the Financial Sector (Collection of Data) Act 2001 (Cth) (<b>FSCODA</b>) 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.</p> <p>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.</p>
6. Operational Risk	<p>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.</p> <p><i>Human error/fraud</i>  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 or inaccurate information in relation to the cost of their loan or their loan repayment options which could result in an unfair customer outcome.</p> <p><i>Reliance on third party systems suppliers</i>  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, data security and quality of third-party services and products at affordable price points. Disruption in relation to third party system providers, or exposure through a cyber security event, could have a material adverse effect on MONEYME's business, financial condition, operating and financial performance, customer reputation, cost of funding and/or growth.</p>
7. People	<p>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.</p>

Key Risk Area	Risk Description
8. Customer and Brand Reputation	The strength of MONEYPE'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 MONEYPE's brand could have a material adverse impact on the demand for MONEYPE's products. This may adversely impact MONEYPE's business, financial condition, operating performance, and/or growth.
9. Financial Performance	<p>MONEYPE has developed a number of growth strategies which include increasing MONEYPE's market penetration, increasing MONEYPE's Total Addressable Market through product innovation and entering new geographies. There is no guarantee that all or any of MONEYPE'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.</p> <p>Any change to MONEYPE's ability to achieve any or all of its growth strategies, or the market's perception of MONEYPE's ability to deliver growth to Shareholders, is likely to have a significant impact on MONEYPE's share price.</p>
10. Environmental and Social Risk	<p>MONEYPE's purpose as set out in its constitution is to deliver returns to shareholders whilst having an overall positive impact on society and the environment. MONEYPE's Directors and Officers are required to consider a range of internal and external factors in discharging their duties, including the interests of employees, customers, and shareholders, as well as the company's impact on the community and the environment.</p> <p>Environmental and social risk reflects the risk that MONEYPE:</p> <ul style="list-style-type: none"> <li>• does not meet expectations of its stakeholders in relation to the environment and to social matters; and/or</li> <li>• has a materially adverse impact on its stakeholder, the community or the environment.</li> </ul>

### ***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.

An outsourced internal audit function provided by BDO commenced on 1 July 2022 and was in place for the whole of the Reporting Period. The internal audit function provides independent assurance to the ARC regarding the adequacy and effectiveness of the Company's governance, risk management and internal control processes. Internal audits are carried out in accordance with an internal audit plan, which is prepared by the internal auditor in consultation with management, and approved and monitored by the ARC. The Company's outsourced internal auditor, BDO, presented at three of the four ARC meetings in the Reporting Period. The ARC also met with the internal auditor without management present during the Reporting Period.

In addition to the internal audit function, the Company continues to use a number of other tools to evaluate and continually improve the effectiveness of its governance, risk management and internal control processes. These include key risk indicators reporting against set risk appetite measures, regular review and update of risk, issues and opportunities registers and policy registers and regular review and update of policy compliance checklists.

### ***Environmental and social risks***

Environmental and social risk, which incorporates climate risk, has been identified as one of the Group's 10 key risk areas. Environmental and social risk is integrated into the Company's Risk Management Framework, which was reviewed and updated in FY24, and is considered in quarterly risk management reporting to the Operational Risk and Compliance Committee (**ORC**), a management committee, and to the ARC and the Board.

The ORC has management-level committee responsibility for regularly monitoring environmental and social risk. This includes the risk status recorded in the Group's environmental and social Key Risk Indicators and any identified environmental and social related risks, issues, and opportunities recorded on the Group's Risk Registers.

Operationally, climate related risks, opportunities, and initiatives are managed by the Group's ESG team. The Head of ESG, who manages this team, reports directly to the CEO and is a member of the Executive Team and the Management Committee, and a standing invitee of the ORC. The Head of ESG is also the responsible officer for environmental and social risk, which includes the consideration of climate risk. Climate-related risks or issues are raised by the ESG team and reported to either the MC or ORC, with escalation to the ARC or Board where appropriate.

Further information on the Group's environmental and social risk management and general sustainability performance and initiatives, is set out in the Company's 2024 Sustainability Report, to be published on Friday 30 August 2024, which has been prepared with reference to Global Reporting Initiative (GRI) Standards.

The Company's Environmental & Social Policy was adopted in FY22 and reviewed and updated again in FY23. The Policy states, among other things, that:

- MONEYPE 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, MONEYPE 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 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 interests of the members of the Company;
- 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;
- MONEYME will periodically engage with relevant stakeholders, especially its customers, to assess their expectations regarding the Group's ESG priorities and performance, including through conducting ESG materiality assessments;
- environmental and social risk is to be managed with direct reference to the purpose and stakeholder statements above; and
- MONEYME will periodically conduct climate-related risk assessments, considering both transition and physical risks over the short, medium, and long-term. Climate risk assessments are to be conducted at least once every 2 years.

At the Company's Annual General Meeting held in November 2022, shareholders approved changes to the Company's Constitution which:

- include in the Constitution a new "purpose clause" which sets out the Company's overall purpose, being to deliver returns to shareholders while having an overall positive impact on society and the environment; and
- 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. These factors mirror the factors set out in the Environmental & Social Policy as described above.

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

- reporting to the market via annual Sustainability Reports and via ESG disclosures in Investor Presentations;
- reporting to the Board via an annual ESG Scorecard and ESG Initiatives Paper, a quarterly performance report against annual ESG targets, and quarterly reporting against Environmental & Social Key Risk Indicators; and
- reporting to management-level committees via Environmental & Social risk status reports to the ORC, ESG Summary Scorecard and environmental, social, and governance initiatives scorecards reported to the Management Committee and an Environmental & Social Risk Policy Compliance Checklist reported to the ORC.

A detailed discussion of the Group's approach to a range of environmental, social and governance matters is set out in the 2024 Sustainability Report to be published on Friday 30 August 2024.

## **PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY**

### ***Remuneration Committee***

The Board and the RNC are primarily responsible for the oversight of the Company's remuneration policies and practices. Details of the composition of and governance arrangements relating to the RNC are set out above in the commentary on Principle 2.

### ***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 FY24 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 is disclosed on the Company's website.