

MONEY3 CORPORATION LIMITED
ABN 63 117 296 143

ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company to be held at 11.00am
(AEDT) on 26th November 2014 at**

**Money3
Level 1
40 Graduate Road
Bundoora
Victoria 3083**



Money3 Corporation Limited
ABN 63 117 296 143
Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the members of Money3 Corporation Limited (**Company**) will be held at **Money3, Level 1 40 Graduate Road Bundoora, Victoria 3083** on **26 November 2014** at **11.00am** (AEDT).

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting.

General Business

1. Resolution 1 – Financial Statements and Reports

To receive the Financial Statements for Money3 Corporation Limited for the year ended 30 June 2014, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

You may download a copy of the Annual Report from our website: www.money3.com.au

2. Resolution 2 – Re-election of Bettina Evert as Director

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

"That Bettina Evert having retired by rotation in accordance with clause 79(4) of the Company's Constitution, and being eligible and having offered herself for re-election in accordance with clause 79(5) of the Company's Constitution, be re-elected as a Director of the Company."

3. Resolution 3- Election of Vaughan Webber

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

"That Vaughan Webber, a Non-Executive Director appointed by the Directors to fill a casual vacancy in accordance with clause 81(2) the Company's Constitution, has offered himself for election in accordance with clause 81(3) of the Company's Constitution, be elected as a Director of the Company"

4. Resolution 4- Election of Miles Hampton

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

"That Miles Hampton, a Non-Executive Director appointed by the Directors to fill a casual vacancy in accordance with clause 81(2) the Company's Constitution, has offered himself for election in accordance with clause 81(3) of the Company's Constitution, be elected as a Director of the Company".

5. Resolution 5- Directors Remuneration

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

"That approval be given for the purpose of ASX Listing Rule 10.17 and for all other purposes to increase the maximum annual remuneration for all Non- executive Directors by \$100,000 from \$300,000 to \$400,000 and such remuneration be divided amongst the Non-Executive Directors in fixed sums in such proportions and manner as the Directors may determine from time to time."

6. Resolution 6– Remuneration Report

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

"That the remuneration report section of the Director's Report for the Company for the year ended 30 June 2014 be adopted."

Information on the remuneration report can be found on pages 13 to 18 of the Annual Report to Shareholders.

7. Other Business

To consider any other business that may legally be brought forward.

8. Voting exclusions

Resolution 5

In accordance with ASX listing rule, 14.11, the Company will disregard any votes cast on this resolution by a Director of the Company and any of their associates.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

However, in respect of each of the above resolutions, the Company need not disregard any such votes if:

- (a) it is cast by any person referred to above as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purposes of section 250BD of the Corporations Act, no vote may be cast on this resolution 5 by

- (a) a member of the Key Management Personnel (as disclosed in the Remuneration Report (**KMP Member**) or
- (b) a closely related party (such as close family members and any controlled entities),

Acting as proxy if the proxy does not specify how the proxy is to vote unless the Chairman has been appointed proxy and is expressly authorised to vote undirected proxies even if the resolution is connected directly or indirectly with the remuneration of a member of a KMP Member.

Accordingly if you appoint the Chairman as your proxy and you do not direct the proxy how to vote on this resolution you will be expressly authorising the Chairman to direct the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of a KMP Member including the Chairman.

The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 6

In accordance with Section 250R(4) of the *Corporations Act* (which came into effect on 1 July 2011), the Company will disregard any votes cast on this resolution by:

- (c) a member of the **KMP Member** ; and
- (d) a closely related party of those persons;

However, KMP Members may cast a vote on the resolution if:

- (a) the KMP member does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a KMP member whose remuneration details are included in the remuneration report or
- (b) the proxy is the Chairman and is expressly authorised to vote undirected proxies even if the resolution is connected directly or indirectly with the remuneration of a member of a KMP Member.

If the Chairman of the Meeting is appointed as your proxy and you do not provide a voting direction on this resolution you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP Member.

Accordingly if you appoint the Chairman as your proxy and you do not direct the proxy how to vote on this resolution you will be expressly authorising the Chairman to direct the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of a KMP Member including the Chairman.

The Board encourages you to direct your proxy how to vote on this resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

By Order of the Board:

A handwritten signature in blue ink, appearing to be 'Craig Harris'.

Craig Harris
CFO & Company Secretary
Melbourne,
9 October 2014

Money3 Corporation Limited

ABN 63 117 296 143

Notice of Annual General Meeting Explanatory Notes

These Explanatory Notes have been prepared to provide members with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting (**AGM**) of the Company (**Notice**) concerning the meeting to be held at 11.00am on 26 November 2014 at Money3, Level 1 40 Graduate Road Bundoora, Victoria 3083.

1. Resolution 1 - Financial Statements and Reports

This resolution is self-explanatory. In accordance with the *Corporations Act*, shareholders will be given the opportunity to raise questions on the Financial Statements and Reports, and on the performance of the Company generally. During the discussion of this item, the Company's auditors will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to 03 9093 8227. Written questions must relate to the content of the auditors report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting, which is by no later than 5 pm, 19th November 2014.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose and there is no requirement either in the *Corporations Act* or in the Constitution of the Company for shareholders to approve the financial report, the Directors' Report or the Auditor's Report of the meeting or that the Financial Statements and Reports be accepted, rejected or modified in any way.

The Directors, recommend that Shareholders vote in favour of Resolution 1.

2. Resolution 2 - Re-election of Bettina Evert

Bettina Evert retires by rotation and being eligible, offers herself for re-election.

Bettina is a partner of Holman Webb, a commercial and insurance law practice established over 60 years ago. She is highly experienced in commercial law and litigation. She was, prior to commencing at Holman Webb, a senior solicitor on the work-out team after the collapse of the Tricontinental Bank in 1991 and worked as a senior solicitor at Telstra Corporation advising senior management in relation to corporate governance. Prior to joining Holman Webb, Bettina was a director of Deloitte Touche Thomatsu. Bettina is currently Deputy Chair of the Law Institute of Victoria, Executive Committee, Litigation Section, the Chair of the Courts Practice Committee of the Law Institute of Victoria and a lay member of the CPA Australia Disciplinary Committee which hears professional disciplinary matters relating to members of CPA Australia.

Further information about Mrs Evert may be found on page 9 of the Annual Report to Shareholders.

Shareholders are advised that the Mr Christopher Baldwin has also retired by rotation in accordance with clause 79(4) of the Company's Constitution and will not seek re-election.

The Directors, other than Mrs Evert who abstains, recommend that Shareholders vote in favour of Resolution 2.

3. Resolution 3– Election of Vaughan Webber

Vaughan Webber was appointed on the 19th December 2013, retires during the AGM in accordance with article 81(2) of the Company's constitution and being eligible offer himself for election.

Vaughan has extensive business experience initially in accounting and more than 13 years in corporate finance in stockbroking firms focussing on creating, funding and executing strategies for mid to small ASX listed companies. Vaughan is currently a non-executive director of HUB24 Limited (ASX:HUB) and a non-executive director of Anchor Resources Limited (ASX:AHR) and previously Chairman of Wentworth Holdings Limited (ASX:TOP)

The Directors, other than Mr Webber who abstains, recommend that Shareholders vote in favour of Resolution 3.

4. Resolution 4 – Election of Miles Hampton

Miles Hampton was appointed on the 1st September 2014, retires during the AGM in accordance with article 81(2) of the Company's constitution and being eligible offer himself for election.

Mr Hampton had a successful career as Managing Director of ASX listed agribusiness & real estate company Roberts Limited, a position he held for twenty years. A qualified accountant and company secretary, subsequent to leaving Roberts in 2006 he has worked as a non-executive director across a range of companies in diverse industries.

Mr Hampton is currently Chairman of ASX listed financial services company MyState Limited, having joined the board in 2009 following the merger of Tasmanian Perpetual Trustees Limited and Credit Union MyState Financial. He had been a director of Tasmanian a Perpetual Trustees Limited since 2006. Mr Hampton is also Chairman of TasWater, and Deputy a Chairman of The Van Diemens Land Company.

Mr Hampton has previously been a director of public companies Ruralco Holdings Ltd, Australian Pharmaceutical Industries Ltd, Wentworth Holdings Ltd, HMA Ltd and Gibsons Ltd and was a Director of Impact Fertilisers Pty Ltd and Chairman of Forestry Tasmania and Hobart Water.

The Directors, other than Mr Hampton who abstains, recommend that Shareholders vote in favour of Resolution 4.

5 Resolution 5- Increase in Director's Remuneration

It is a requirement of ASX listing rule 10.17 that Shareholder approval be obtained for any increase in the total amount of remuneration payable to Non-executive Directors. The non-executive directors are paid fixed fees in accordance with a determination of the Board but within an aggregate limit fixed by the Shareholders. The last time the Shareholders agreed to increase the non-executive remuneration was at the November 2010 AGM.

The Board is seeking to increase the aggregate remuneration to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to Shareholders.

This resolution seeks to increase the maximum annual remuneration for all Non- executive Directors by \$100,000 from \$300,000 to \$400,000

Shareholders are advised that no securities have been issued to non-executive directors under ASX listing rules 10.11 or 10.14 within the last 3 years.

Given the interests of the non-executive Directors in this item, the Board as a whole makes no recommendation.

6. Resolution 6 – Remuneration Report

Section 250R(2) of the *Corporations Act 2001* (Cth) requires a resolution that the remuneration report be adopted be put to a vote at the listed company's annual general meeting. The vote is advisory only and does not bind the Directors or the Company.

The Remuneration Report, which forms part of the Directors' Report, is set out on pages 13 to 18 of the 2014 Annual Report and can be found on the Company website at www.money3.com.au.

Spill Resolution

Effective 1 July 2011, if 25% or more of votes cast on this resolution are voted against the adoption of the remuneration report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a further resolution (Spill Resolution), seeking the convening of another meeting to be held within 90 days of the Spill Resolution. At that further meeting, all of the Company's Directors (other than the Managing Director and CEO) must stand for re-election.

Shareholders are reminded that not more than 25% of the votes cast on Resolution 8 at the 2013 AGM were cast against the resolution.

Proxy and Further Information

The Board of Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions which are detailed in the Notice.

In accordance with the *Corporations Act 2001* (Cth), a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person according to the Register of Members at 7:00pm on 19th November 2014.

A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies. The Proxy Form to be used is to be read in conjunction with, and accompanies this notice of meeting.

A proxy need not be a member of the Company. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed by the corporation in accordance with section 250D the *Corporations Act 2001* (Cth). Where a proxy is appointed by a member's attorney, the power of attorney together with evidence of non-revocation must be lodged with the proxy form. Further terms relating to the use of the proxy are described on the accompanying Proxy Form.

A member may choose whether or not to direct the proxy to vote. If the member does not direct the proxy how to vote on each resolution, the proxy may vote as the proxy sees fit on the resolutions for which the proxy is not directed. A member who is entitled to cast two or more votes may appoint two proxies, and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the member.

To be valid, proxies must be received by the Company,

- (i) by mail to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- (ii) online at www.linkmarketservices.com.au or
- (iii) by successful facsimile transmission on: (02) 9287 0309 or
- (iv) hand delivered to Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW, 2000

no later than 48 hours prior to the commencement of the Annual General Meeting.

Prior to making any decision, members may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed resolutions.