

17 April 2023

ASX Announcement

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

MONEYME Limited (ASX:MME) (**MONEYME** or the **Company**) announces that an Extraordinary General Meeting of Shareholders will be held at 11.00am (AEST) on Wednesday, 17 May 2023 (**Meeting**). The Meeting will be held in person and virtually as a hybrid meeting.

The Meeting has been called to consider resolutions in relation to the Company's capital raising announced on 30 March 2023.

Copies of the following documents are attached:

1. Letter to shareholders and Notice of Meeting;
2. A sample Voting Form for the Meeting.

A letter describing how MONEYME Shareholders can access the Notice of Meeting electronically has been despatched to MONEYME Shareholders today.

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

Clayton Howes
Managing Director & CEO

– ENDS –

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

About MONEYME

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

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

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

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

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

17 April 2023

Dear Shareholder

MONEYME'S EXTRAORDINARY GENERAL MEETING

On behalf of the Board of Directors of MoneyMe Limited (**MoneyMe** or the **Company**), I am pleased to invite you to an Extraordinary General Meeting of Shareholders of MoneyMe (**EGM** or **Meeting**), to be held on Wednesday, 17 May 2023 commencing at 11:00am (AEST).

The EGM has been called to consider resolutions in relation to the capital raising announced to ASX on Thursday, 30 March 2023 (**Capital Raising**).

Background to Meeting

The Capital Raising will comprise:

- (a) a fully underwritten share placement to Professional and Sophisticated Investors, to raise \$33 million by the issue of 412,500,000 Shares at an issue price of \$0.08 per Share, subject to and conditional upon Shareholder approval at the EGM (**Conditional Placement**); and
- (b) a fully underwritten share placement to a Participating Director, Scott Emery (or his nominee) to raise \$4 million by the issue of 50,000,000 Shares at an issue price of \$0.08 per Share, subject to and conditional upon Shareholder approval at the EGM (**Director Placement**),

(together, the **Placement**); and
- (c) a non-underwritten Share Purchase Plan for eligible Shareholders, to raise up to \$5 million by the issue of up to 62,500,000 Shares at an issue price of \$0.08 per Share. The Share Purchase Plan does not require the approval of Shareholders, as the Company was granted a waiver from ASX Listing Rule 7.1, but is conditional on the successful completion of the Placement.

As part of the Placement, a Director, Scott Emery, has committed to invest \$4 million as a demonstration of his ongoing confidence in the business. Accordingly, Shareholder approval will be sought at the EGM to authorise the issue of 50,000,000 shares to Mr Emery (or his nominee), as part of the 462,500,000 Shares in total to be issued under the Placement. The Conditional Placement and Director Placement are inter-conditional, such that neither placement will proceed unless both receive Shareholder approval at the EGM.

The Board is also pleased to note the significant commitment from new investors and existing Shareholders despite extremely tight capital markets, which underpins their confidence in the Company's profitable business model, unique technology-driven advantages and ability to execute on its strategic vision.

Shareholders will note that the 462,500,000 shares to be issued under the Placement will involve substantial dilution for those Shareholders who are not participating in the Placement. The Share Purchase Plan is designed to give those Shareholders an opportunity to reduce or avoid the dilutionary effect of the Placement by allowing them to apply for up to \$30,000 of Shares.

Notwithstanding the dilution that will be caused by the Placement, the Board of Directors unanimously supports the Capital Raising and considers it to be in the best interests of the Company. As noted in the ASX announcement released on 30 March 2023, the primary use of the funds to be raised in the Placement is to repay approximately \$32 million under the Company's corporate debt facility, which

comprises the SocietyOne acquisition-related component of the total borrowings under the facility, together with interest and costs. The funds will also be used to pay transaction costs and for general corporate purposes.

Successful completion of the Placement will enable the Company and certain of its controlled entities (the **Group**) to meet their short-term repayment obligations under the corporate debt facility, as detailed above. This repayment will also deliver improved commercial terms under the facility, including a reduction in interest costs and more accommodating financial covenants. Once the repayment is made, the Group will not be required to make any further repayments (other than interest payments) under the facility until it matures in November 2025.

As noted in the Company's 2023 Interim Report, if the repayment is not made in accordance with the terms of the facility (i.e. by 30 June 2023 under the revised facility), and if agreement on alternative terms, or extensions of time, cannot be reached with the lender under the facility, the Group will be required to repay the total amount outstanding (plus accrued interest and fees) under the facility (\$78 million as at 31 December 2022) in calendar year 2023.

For these reasons the Board recommends that Shareholders vote in favour of the Resolutions set out in the Notice of Meeting.

I encourage you to review the 2023 Interim Report and the trading update released to the market on 30 March 2023 for details on the Company's results for the year to date and the opportunities that lie ahead of us.

Meeting information

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

The EGM will be a hybrid meeting held both at a physical location as well as virtually. Shareholders may join the EGM in person at the Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 or virtually via the Online Platform accessible at <https://meetings.linkgroup.com/mme2301> (**Online Platform**).

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

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

Yours sincerely,



Peter Coad
Independent Non-Executive Chair

MONEYME LIMITED ACN 636 747 414**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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

Date: Wednesday, 17 May 2023

Time: 11:00am (AEST)

Venue: In person at Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000; and
Virtually at the Online Platform at <https://meetings.linkgroup.com/MME2301>

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

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

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

Resolutions for approval**1. Issue of Shares under the Conditional Placement**

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 412,500,000 Shares under the Conditional Placement to Professional and Sophisticated Investors, and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

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

2. Issue of Shares to Scott Emery (or his nominee) under the Director Placement

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to issue 50,000,000 Shares under the Director Placement to Scott Emery (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Explanatory Memorandum

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

By Order of the Board

17 April 2023



Jonathan Swain
Company Secretary

Voting Exclusion Statements

Resolution 1 - Issue of Shares under the Conditional Placement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who is expected to participate in the proposed issue of Shares under the Conditional Placement; and
- (b) any person who will obtain a material benefit as a result of the proposed issue of Shares under the Conditional Placement (except a benefit solely by reason of being a Shareholder of ordinary securities in the Company),

or an associate of that person or those persons, unless the vote is cast on Resolution 1:

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

Resolution 2 - Issue of Shares to Scott Emery (or his nominee) under the Director Placement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) Scott Emery (or his nominee); and
- (b) any person who will obtain a material benefit as a result of the proposed issue of Shares to Scott Emery (or his nominee) under the Director Placement (except a benefit solely by reason of being a Shareholder of ordinary securities in the Company),

or an associate of that person or those persons, unless the vote is cast on Resolution 2:

- (c) as a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with the directions given to the proxy or attorney to vote on the relevant Resolution in that way; or
- (d) as the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the Chair to vote on the relevant Resolution as the Chair decides; or
- (e) by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Resolution; and
- (ii) the Shareholder votes on the relevant Resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

Participation and Voting at the Meeting

Entitlement to Attend and Vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of MoneyMe as at 7.00pm (AEST) on Monday, 15 May 2023 will be entitled to attend and vote at the EGM.

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

Format of the Meeting

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

- in person, at Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000. Registration opens in-person from 10:30am on the date of the Meeting;
- virtually, by joining the Online Platform at <https://meetings.linkgroup.com/MME2301>. Registration for the EGM will commence from 10:30am (AEST) on Wednesday, 17 May 2023 (half an hour before the EGM).

Using the Online Platform

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

- Enter <https://meetings.linkgroup.com/MME2301> into a web browser on your computer or online device;
- Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**); and
- proxyholders will need their proxy code which the Share Registry will provide via email no later than 24 hours prior to the Meeting.

Voting in person or electronically at the Meeting

To vote in person, attend the Meeting on the date and at the place set out above.

Shareholders who wish to vote at the Meeting using the online platform will have the opportunity to lodge a vote on the Resolutions to be considered at the Meeting at any time between the commencement of the meeting and the close of voting at the Meeting as announced by the Chair during the meeting.

More information about how to use the online platform for voting is provided in the Online Meeting Guide. If you intend to use the online platform to submit a vote during the meeting, we suggest that you check that the Online Platform works on your device well in advance of the meeting. Further instructions are provided in the Online Meeting Guide.

Direct Voting

Alternatively, a Shareholder may vote directly in accordance with the instructions contained on the Voting Form. If a Shareholder who is entitled to vote at the Meeting appoints a proxy, they may specify the way that the proxy is to vote in relation to a Resolution and indicate that the specification is to be

regarded as a direct vote. A direct vote will enable Shareholders to vote on the Resolutions considered at the Meeting by lodging their votes with the Company prior to the Meeting (and by the deadline set out in the 'Submission of Voting Forms' section below). Direct voting is another way for Shareholders to exercise their voting rights at the Meeting.

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

Appointment of Proxy

If you are a Shareholder entitled to attend and vote, you may appoint a proxy to attend and act on your behalf at the EGM or to cast a direct vote in advance of the Meeting. A proxy need not be a shareholder of the Company and can be an individual or a body corporate. You may appoint a proxy either online at <http://investorcentre.linkgroup.com> or by completing and submitting a Voting Form prior to the Meeting.

If a Shareholder is entitled to cast two or more votes at the EGM, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Rule 6.11(f)(i) of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you require an additional Voting Form, please contact the Share Registry on 1300 554 474.

Submission of Voting Forms

To be effective, your completed Voting Form must be received at the Share Registry of the Company no later than **11:00am (AEST) on Monday, 15 May 2023**, being 48 hours before the start of the EGM. An original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to the Share Registry. Proxies must be received before that time by one of the following methods:

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

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

Power of Attorney

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the EGM. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by the Share Registry no later than 11:00am (AEST) on Monday, 15 May 2023, being 48 hours before the start of the EGM.

Corporate Representatives

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

Voting and Required Majority

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

Chair's Voting Intentions

If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on the Resolutions, then by submitting the Voting Form you will be expressly authorising the Chair to exercise your proxy on the Resolutions. Subject to any voting exclusions or restrictions, the Chair of the Meeting intends to vote all available undirected proxies in favour of the Resolutions.

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

Shareholder Questions

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

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

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

To request a PIN, please contact the Share Registry on 1800 990 363 by no later than **5.00pm on Monday, 15 May 2023**. Dial-in details for the EGM and contact details for the Share Registry are included in the Virtual Meeting Online Guide. Even if you plan to ask questions by telephone, you will still need to log into the Online Platform if you wish to vote electronically during the Meeting.

Shareholders who are unable to attend the EGM or who may prefer to submit questions in advance may do so by logging onto <https://investorcentre.linkgroup.com/>, selecting Voting then clicking Ask a Question.

To allow time to collate questions and prepare answers, please submit any questions by **7:00pm (AEST) on Friday, 12 May 2023**. Questions will be collated and, during the EGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the EGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

Conduct of Meeting

MoneyMe is committed to ensuring that its Shareholder meetings are conducted in a manner which provides Shareholders and proxyholders who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. MoneyMe will not allow conduct at any Shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers as Chair to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending Shareholders.

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

Responsibility statement

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

Date

This Notice of Meeting and Explanatory Memorandum is dated 17 April 2023.

MONEYME LIMITED**ACN 636 747 414****EXPLANATORY MEMORANDUM**

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

The Board also recommends that Shareholders review the Company's ASX Announcements dated 30 March 2023 in respect of the Capital Raising, including the accompanying Investor Presentation, before making any decisions in relation to the Resolutions.

Capitalised terms not otherwise defined in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary contained in this Explanatory Memorandum.

1 Overview of the Placement

On 30 March 2023, MoneyMe announced that it had received commitments from investors in a fully underwritten share placement to raise \$37 million by the issue of 462,500,000 Shares at an issue price of \$0.08 per Share (**Capital Raising**). The Capital Raising comprises:

- (a) a tranche of 412,500,000 Shares to raise \$33 million from Professional and Sophisticated Investors, subject to and conditional upon Shareholder approval under ASX Listing Rule 7.1 (**Conditional Placement**); and
- (b) a tranche of 50,000,000 Shares to raise \$4 million from a Director and Substantial Shareholder, Scott Emery (or his nominee) (**Participating Director**), subject to and conditional upon Shareholder approval under ASX Listing Rule 10.11 (**Director Placement**),

(together, the **Placement**).

The Conditional Placement and Director Placement are inter-conditional, such that neither placement will proceed unless both Resolution 1 and Resolution 2 receive Shareholder approval at the EGM. The Placement is expected to raise \$37 million and proceeds from the Placement will be primarily used to repay the short-term SocietyOne acquisition component of the Company's corporate debt facility, fund transaction costs and for general corporate purposes. Further details in relation to the Placement are included in the ASX Announcement released to the market on 30 March 2023.

Morgans Corporate Limited is acting as sole lead manager, bookrunner and underwriter for the Placement (**Lead Manager**).

The Placement, if approved by Shareholders, will involve substantial dilution for those Shareholders who are not participating in the Placement. To give Shareholders the opportunity to mitigate or avoid the dilutionary effect of the Placement, following the successful completion of the Placement, the Company will open an offer to eligible Shareholders to apply for up to \$30,000 worth of new Shares under a Share Purchase Plan. A waiver from ASX Listing Rule 7.1 was obtained to permit the Company to issue new shares under the Share Purchase Plan without Shareholder approval.

The issue price payable under the Share Purchase Plan will be the same price as under the Placement, being \$0.08 per Share. The Share Purchase Plan will not be underwritten. The Company may raise up to \$5 million under the Share Purchase Plan, however it retains the right to scale back applications (in whole or in part). The Company will have regard, among other factors, to the size of eligible Shareholders' record date shareholding, or the number of new Shares applied for, in exercising that discretion.

2 Resolution 1 – Approval of the issue of Shares under the Conditional Placement

2.1 Background to Resolution 1

Information regarding the Conditional Placement is set out in Section 1 of this Explanatory Memorandum above.

Resolution 1 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 412,500,000 Shares under the Conditional Placement. Resolution 1 is inter-conditional with Resolution 2 and will not proceed unless Resolution 2 is also passed by Shareholders.

2.2 ASX Listing Rule 7.1 and purpose of Resolution 1

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

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

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. If Resolution 1 and Resolution 2 are passed the Company intends on making an offer of new Shares to all existing Shareholders under the Share Purchase Plan.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of Shares under the Conditional Placement and the Company will not receive any cash in connection with the Conditional Placement, which may adversely impact the Company's ability to make the required partial repayment under its corporate debt facility.

2.3 Information required by ASX Listing Rule 7.3

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

The names of the persons to whom the Company will issue the securities or the basis upon which those persons will be identified or selected	Professional and Sophisticated Investors determined by the Company in agreement with the Lead Manager, including both existing shareholders and new investors.
The number and class of securities that the Company will issue	412,500,000 fully paid ordinary Shares.
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Shares issued under the Placement will rank equally with all other fully paid ordinary shares on issue in the Company.

The date by which the Company will issue the securities	If Shareholders approve Resolution 1, the Company expects to issue the Shares under the Placement on or around Monday, 22 May 2023, but in any event by no later than 3 months after the date of the EGM.
The price or other consideration the Company will receive for the securities	\$0.08 per Share
The purpose of the issue, including the intended use of funds raised by the issue	<p>The proceeds from the Placement will be utilised to repay the short-term SocietyOne acquisition component of the Company's corporate debt facility, fund transaction costs and for general corporate purposes.</p> <p>Further details in relation to the Placement are included in the ASX Announcement released to the market on 30 March 2023.</p>

2.4 Board recommendation

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

2.5 Voting exclusion statement

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

3 Resolution 2 – Approval for the issue of Shares to Scott Emery under the Director Placement

3.1 Background to Resolution 2

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 50,000,000 Shares to the Participating Director, Scott Emery (or his nominee) under the Director Placement. Resolution 2 is inter-conditional with Resolution 1 and will not proceed unless Resolution 1 is also passed by Shareholders.

3.2 ASX Listing Rule 10.11 and purpose of Resolution 2

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed entity must not issue or agree to issue equity securities to certain persons identified in ASX Listing Rule 10.11, being:

- (a) a Related Party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person listed in ASX Listing Rules 10.11.1 to 10.11.3; or

- (e) a person whose relationship with the Company or a personal referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its Shareholders,

unless it obtained approval of the holder of its ordinary shares.

The issue of Shares to the Participating Director under the Director Placement falls within ASX Listing Rule 10.11.1 as the Participating Director is a Director and does not fall within one of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

The predominant purpose for the Participating Director's participation in the Director Placement was to support the marketing of the Placement to new and existing institutional investors by demonstrating the Participating Director's strong belief in the future prospects of the Company.

If Resolution 2 is passed, the Shares offered to the Participating Director under the Director Placement will be issued and these Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1 (by virtue of ASX Listing Rule 7.2, exception 14).

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Shares to the Participating Director under the Director Placement or the Conditional Placement, which may adversely impact the Company's ability to make the required partial repayment under its corporate debt facility.

3.3 Chapter 2E of the Corporations Act

The Directors (with the Participating Director abstaining) have considered that Shareholder approval pursuant to Chapter 2E of the Corporations is not required in respect of Resolution 2 because the Shares offered to the Participating Director will be granted on an arm's length basis and therefore fall within the exception contained in section 210 of the Corporations Act. This is because the Shares offered to the Participating Director are being made on the same terms to all other participants in the Placement, regardless of whether they are a Related Party of the Company.

3.4 Information required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 2:

The name of the person	Scott Emery (or his nominee)
Which category in ASX Listing Rules 10.11.1 – 10.11.5 the person falls within and why	The Participating Director is a Director and is therefore a Related Party of the Company falling within ASX Listing Rule 10.11.1.
The number and class of securities that the Company will issue	50,000,000 Shares to Scott Emery (or his nominee)
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Shares issued to the Participating Director will rank equally with all other fully paid ordinary shares on issue in the Company.
The date by which the Company will issue the securities	If Shareholders approve Resolution 2 the Company expects to issue the Shares to the Participating Director on or around Monday, 22 May 2023, but in any event by no later than 1 month after the date of the Extraordinary General Meeting.

The price or other consideration the Company will receive for the securities	\$0.08 per Share
The purpose of the issue, including the intended use of funds raised by the issue	<p>The proceeds from the Placement will be utilised to repay the short-term SocietyOne acquisition component of the Company's existing corporate facility, fund transaction costs and for general corporate purposes.</p> <p>Further details in relation to the Placement are included in the ASX Announcement released to the market on 30 March 2023.</p>

3.5 Board recommendation

The Directors (with the Participating Director abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2.

3.6 Voting exclusion statement

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

ENQUIRIES

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

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

GLOSSARY

ASX	ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The official listing rules of ASX, as amended or waived from time to time.
Board	Board of Directors of the Company and, where applicable, includes a committee of the Directors.
Company, MoneyMe or MME	MoneyMe Limited ACN 636 747 414.
Conditional Placement	Has the meaning given in Section 1 of the Explanatory Memorandum.
Constitution	The constitution of the Company (as amended from time to time).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	The directors of the Company.
Director Placement	Has the meaning given in Section 1 of the Explanatory Memorandum.
Explanatory Memorandum	The explanatory memorandum accompanying this Notice of Meeting.
EGM, Extraordinary General Meeting or Meeting	The extraordinary general meeting of Shareholders of the Company convened by this Notice of Meeting.
Notice or Notice of Meeting	This Notice of Extraordinary General Meeting, including the Explanatory Memorandum and the Voting Form.
Participating Director	Has the meaning given in Section 1 of the Explanatory Memorandum.
Placement	Has the meaning given in Section 1 of the Explanatory Memorandum.
Professional Investor	Has the meaning given in section 708(11) of the Corporations Act.
Related Party	Has the meaning to that term in the Corporations Act or the ASX Listing Rules (as appropriate).
Resolution	A resolution referred to in the Notice of Meeting.
Share	A fully paid ordinary share in the capital of the Company
Shareholder	A person who holds Shares in the Company.
Share Registry	Link Market Services Limited.

Sophisticated Investor	Has the meaning given in section 708(8) of the Corporations Act.
SPP or Share Purchase Plan	Has the meaning given in Section 1 of the Explanatory Memorandum.
VWAP	Means volume weighted average market price

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

VOTING FORM

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

STEP 1 Please mark either A or B

A

VOTE DIRECTLY



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



in relation to the Extraordinary General Meeting of the Company to be held at **11:00am (AEST) on Wednesday, 17 May 2023 (the Meeting)**, and at any adjournment or postponement of the Meeting.

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

OR

B

APPOINT A PROXY



the Chair of
the Meeting
(mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am (AEST) on Wednesday, 17 May 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales** or logging in online at <https://meetings.linkgroup.com/MME2301> (refer to details in the Virtual Meeting Online Guide).

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

STEP 2

VOTING DIRECTIONS

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

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

Resolutions

- Issue of Shares under the Conditional Placement
- Issue of Shares to Scott Emery (or his nominee) under the Director Placement

For Against Abstain*

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



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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

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

VOTING UNDER BOX A

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

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

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

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

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

VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Monday, 15 May 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

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