



# Investor Presentation

**Capital Raising**

**30 March 2023**

# Business highlights

**MONEYME**

# The continuing MONEYME opportunity

**MONEYME**

1

**Superior customer experience vs incumbents... enabled through technology and innovation**

Established **product ecosystem** spanning the customer's credit lifecycle

Best-in-class **proprietary technology** that delivers a real competitive edge

Customer experiences **designed to solve "pain-points"** associated with traditional lenders

**Game-changing Autopay innovation** attracted incredible demand from introducers and delivered a \$445m auto portfolio built within ~18 months of launch<sup>1</sup>

2

**Competing for a massive opportunity**

Products targeting **massive market opportunities** (auto loans, personal loans, credit cards)

...with an established and **expansive distribution platform** already in place today

Proven **track record of scalability**... all delivered on one integrated technology platform

**Large customer base established** with cross sell opportunities, including >37,000 customers accessing Credit Score during beta phase<sup>2</sup>... ultimately designed to reduce CAC<sup>3</sup>

3

**Attractive financial profile**

**Already profitable**, with \$9m of statutory NPAT in the first half of FY23 and \$16m in NPAT for YTD to February 2023<sup>4</sup>

Scale and technology to deliver significant **operating & funding leverage**

**Moderated growth** to align statutory and cash profitability

Loan portfolio with an **average Equifax score of 716**

1. As of 30 June 2022 prior to capital preservation initiatives  
2. MONEYME Credit Score product was in beta trial phase in 1H23, and was officially launched in January 2023  
3. Customer acquisition cost  
4. \$16m based on unaudited management accounts.

# Superior customer experience that solves traditional lender “pain-points”

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## Traditional offerings

Loan applications and settlement usually take days, sometimes weeks

Application process can be clunky with a mix of digital and physical touchpoints

Processes typically restricted to weekdays and during business hours

Multiple tech systems, fragmented operations teams, can lack an internal “single customer view” across the organisation

Straight-through processing capable of delivering funding within minutes

100% digital experience  
Fast automated decisioning

24 / 7... Any hour of the day, weekday or weekend  
75% of calls answered within 10 seconds<sup>3</sup>

One “Horizon” tech platform supported by integrated operations delivering on a holistic customer-centric experience

*Traditional offerings often have some or many of these attributes to varying degrees*



Net Promoter Score (NPS)<sup>1</sup>

**+59**

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**+0.3**

Average of 4 major banks

Google Rating<sup>2</sup>  
Reviews ★★★★★

**4.7/5**

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**1.4/5**

Average of 4 major banks

1. Major banks' NPS based on latest data reported to market as at 31 December 2022  
2. Major banks' Google Review ratings from Google Review website on 31 December 2022  
3. Based on 2023 calendar YTD (1 January 2023 to 23 March 2023)

# 1H FY23 financial highlights

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## Returns

### Statutory NPAT

\$9m

↑ 147%  
From (\$19m) in 1H22

### Gross revenue

\$121m

↑ 152%  
From \$48m in 1H22

### Office operating costs to income %<sup>1</sup>

23%

↓ 52%  
From 48% in 1H22

## Book profile

### Closing gross customer receivables

\$1,237m

↑ 110%  
From \$590m in 1H22

### Originations

\$242m

↓ 45%  
From \$441m in 1H22

### Secured asset %

41%

↑ 56%  
From 26% in 1H22

## Funding & liquidity

### Unrestricted cash

\$16m

↓ 29%  
From \$23m in 1H22

### Undrawn securitization facility funding<sup>2</sup>

\$430m

↑ 183%  
From \$152m in 1H22

### Net assets

\$122m

↑ 444%  
From \$22m in 1H22

1. Sales & marketing, product design and development and generation and administrative expenses as a % of gross revenue  
2. See page 14 for further information

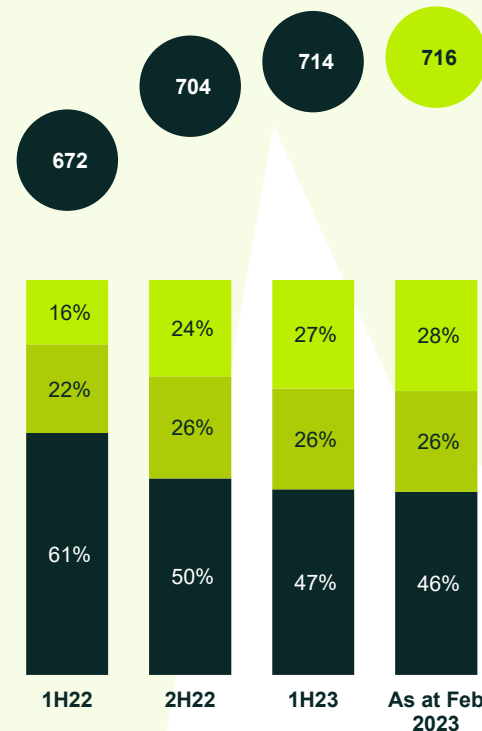
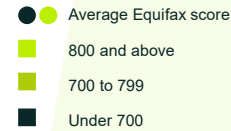
# Increased credit quality of portfolio

## Significant uplift in the credit profile of the customer base

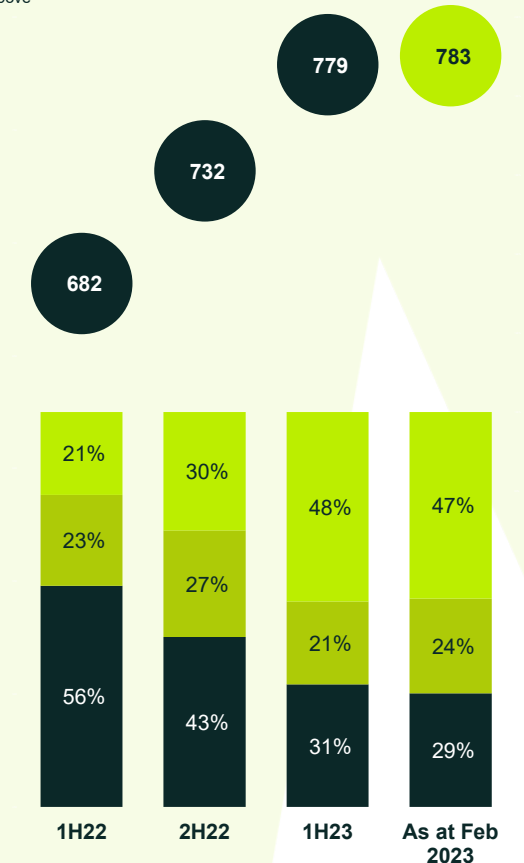
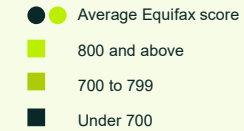
- Strategic decision to capture originations of higher credit quality in rebalancing of the portfolio risk profile in line with management's view of the macro-economic climate

## Average Equifax score vs. Equifax cohort % for each half-year period:

### Total portfolio



### Front book<sup>1</sup> only



1. Front book refers to loans originated in the denoted period

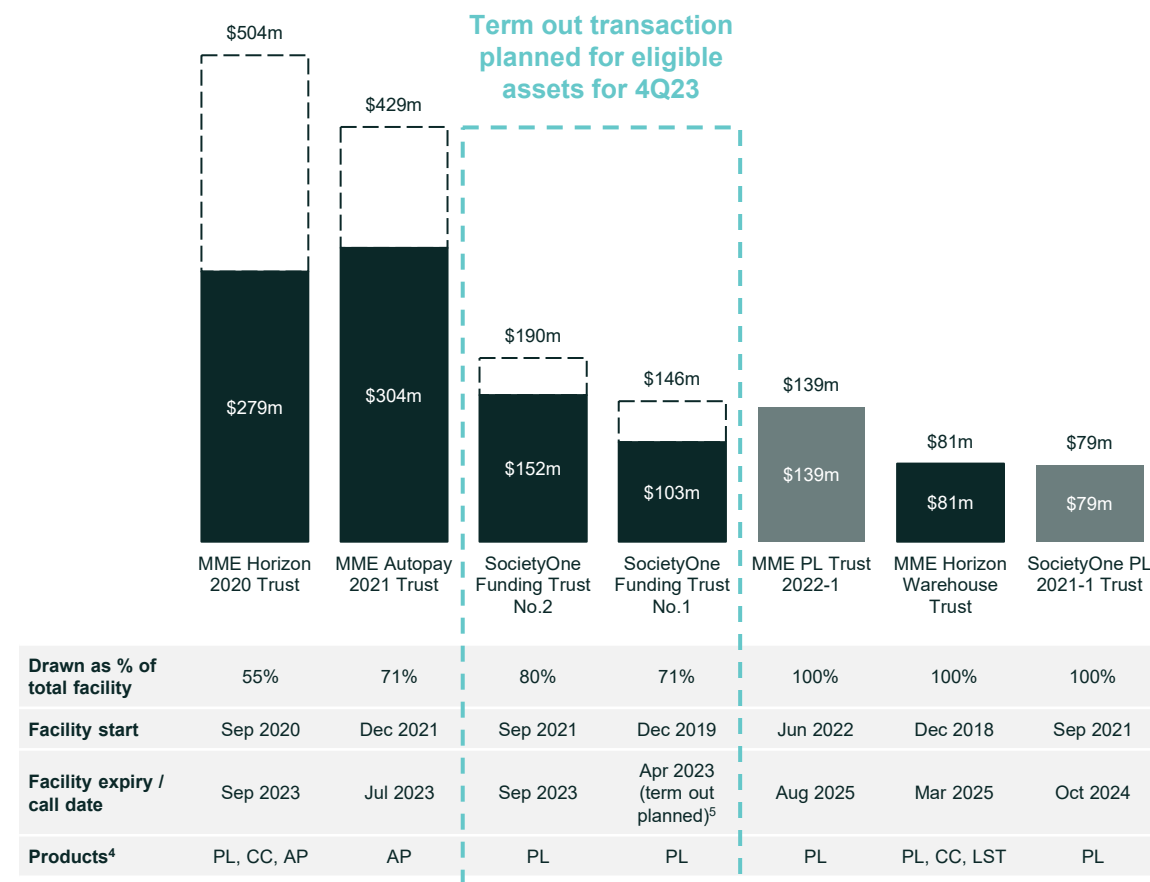
# Funding program update

- MONEYME currently has 5 warehouse and 2 term structures that provide non-recourse funding<sup>1</sup>
- MONEYME has built a strong track record in securitised warehousing, with a diversified funder base including major Australian and foreign banks for senior notes, and leading fund managers in the mezzanine tranches
- Two term transactions have been executed since 2021: one each for SocietyOne and MONEYME branded loans, delivering consistent excess spread returns to MONEYME
- These two term transactions have achieved a **senior threshold rating of AAA (from Moody's)**, largely due to the credit quality of the loan pool supporting the notes issued
- In the ordinary course of business, discussions are underway with warehouse lenders for extension, renewal, and/or refinancing of facilities expiring in the 2023 calendar year, to optimise the funding mix to support ongoing growth in the Autopay, credit card and personal loan products
- A term transaction to refinance SocietyOne loans from two warehouses is planned for execution early in 4Q23, following completion of MONEYME's equity raise

1. As of 24 March 2023  
 2. Based on drawn balances as of 31 December 2022  
 3. Facility limits and drawn amounts include all trust funding excluding junior capital  
 4. PL = personal loan, AP = auto loan, CC = credit card (includes Freestyle and legacy MoneyMe+), LST = ListReady  
 5. In principle agreement reached to extend expiry date to 30 April 2023 to allow for planned term out transaction

## Active warehouse and term facilities (\$m)<sup>2,3</sup>

■ Warehouse facilities (drawn / limit)  
 ■ Term structures



# Key operating measures and 2H23 trading update

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	Definition <sup>1</sup>	1H22	2H22	1H23	(2 months) Jan + Feb 23 <sup>2</sup>
<b>Returns</b>					
Gross revenue (\$m)		48	95	121	42
Gross revenue growth (%)		43%	98%	27%	
Future contracted cash interest (\$m)	1	178	398	395	382
Statutory NPAT (\$m)		(19)	(32)	9	7
Cash NPAT (\$m)	2	10	10	11	6
<b>Book profile</b>					
Revenue yield (%)	3	21%	20%	19%	21%
Net interest margin (%)	4	16%	14%	12%	13%
Closing gross customer receivables – secured assets (%)		26%	38%	41%	41%
Average balance outstanding per loan (\$)		7,974	17,850	17,274	17,041
Average remaining loan term (months)		46	51	49	48
<b>Customer receivables growth</b>					
Originations (\$m)	5	441	674	242	61
Closing gross customer receivables (\$m)		590	1,345	1,237	1,190
Closing gross customer receivables growth (%)		77%	128%	(8%)	(4%)
<b>Credit quality</b>					
Provisioning to receivables (%)	6	7.5%	6.1%	6.1%	6.1%
Net losses (%)	7	4.4%	4.5%	6.0%	5.4%
Average Equifax score		672	704	714	716
<b>Operating efficiency</b>					
Total operating expenses to average receivables (%)	8	26%	25%	17%	17%
Office operating expenses to revenue (%)	9	48%	35%	23%	17%
Average funding cost rate (%)	10	5%	5%	6%	6%
Closing funding cost rate (%)	11	5%	5%	7%	7%

Revenue being recognised on a meaningfully larger book size

Increasing statutory profits as the impact of previous accelerated growth abates (including AASB 9 provisioning impacts)

Our shift to higher credit quality customers and delivering statutory profits

Provisioning and losses are expected to lower in time from the increasing credit quality base of the book

Significant operating leverage on MONEYME's cost efficient platform

1. Refer to *Appendix: Measure definitions*  
2. Unaudited



# MONEYME continues to explore a number of strategies to optimise asset-level funding and increase returns

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**Funding  
structures to  
increase  
capital  
efficiency**



**Partnership  
arrangements  
to increase  
income  
streams**



**Calibrated  
originations  
to balance  
liquidity and  
future income**

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**MONEYME**

# Capital raising

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# Capital raise to lower corporate facility and for measured growth

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## Corporate facility paydown

- Capital raising to repay short-term SocietyOne acquisition component of the corporate facility<sup>1</sup>, down to \$50m as well as provide additional capital for balance sheet:
  - Remaining balance not due until November 2025
  - Delivers improved commercial terms on corporate facility including
    - 1) an initial 200 bps reduction in current annualised interest costs (\$6m-\$8m p.a. saving);
    - 2) additional headroom provided for the levels of cash balance to \$10m until 3Q24 and \$15m thereafter, and a relaxed arrears ratio level to 3Q24;
    - 3) incremental reductions in aggregate amount up to 300 bps of annualised interest cost<sup>2</sup> tied to performance under the 3 financial covenants (cash balance, loan asset level, leverage ratio)
- MONEYME projects ongoing compliance with covenants

## Measured growth

- MONEYME to maintain existing product focus on core Personal Loans, Freestyle and Autopay products
  - Ongoing focus on a higher credit quality borrowers
  - Originations have been moderated from 1Q23 to focus on delivering statutory profits
  - Opportunities for technology, white label solutions and forward flow partnership arrangements to increase revenue and returns
- 1H23 profitable operations have improved in 2H23
  - MONEYME will continue to focus on driving margins and profitability through disciplined credit strategy and cost control
  - Focus on existing customer cross sell opportunities to reduce average customer acquisition costs

1. Including accrued interest and fees due  
2. PIK interest

# Benefit of capital raising to reduce corporate facility

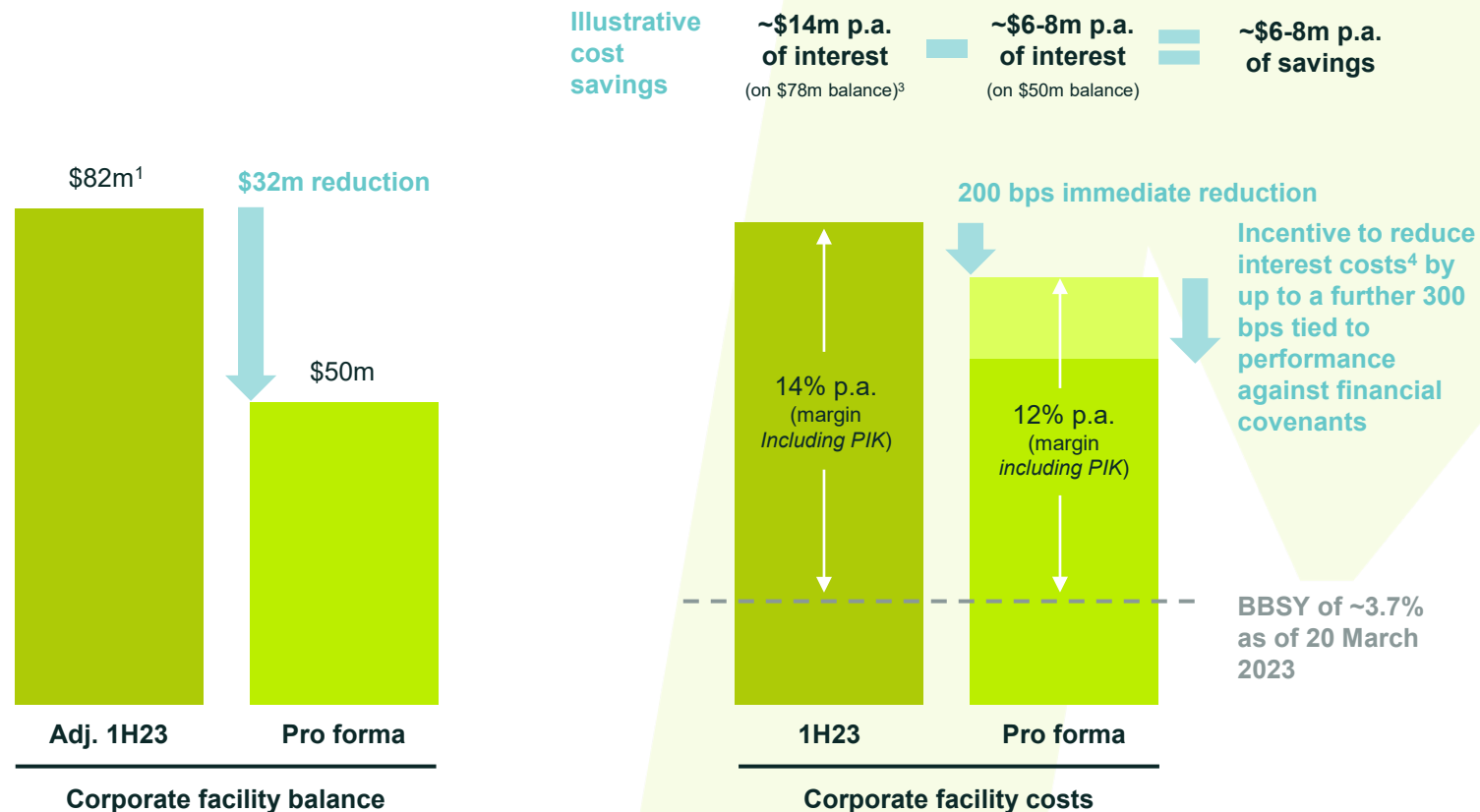
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Repayment of short-term SocietyOne acquisition component of the facility and the interest cost savings positions the business for future growth

**Deleveraging of MONEYME delivers...**

**...reduced facility costs<sup>2</sup> ...**

**... and stabilises capital structure for growth**



**Delivers improved terms on corporate facility**



**Right-sized capital structure that allows for loan book growth**



**Enhanced returns profile as interest costs are lowered**



**Creates more headroom against covenants**

1. 1H23 balance plus estimated accrued interest and fees to 30 June 2023 to reflect estimated amounts due at time of repayment  
2. All-in rate, including base rate, margin and other fees  
3. Balance as of 1H23 to illustrate approximate interest costs in this period prior to a recapitalisation and reduction in interest  
4. PIK interest

# Equity raising overview

- To raise \$37m via the Placement and targeting an additional \$5m via the Share Purchase Plan

## Placement structure

<b>Placement size and structure</b>	<ul style="list-style-type: none"> <li>• Fully-underwritten Institutional placement ("Placement") to raise \$37 million</li> <li>• Approximately 462.5 million new shares to be issued ("New Shares"), representing 163.3% of MONEYME's existing shares on issue<sup>1</sup></li> </ul>
<b>Use of funds</b>	<ul style="list-style-type: none"> <li>• Proceeds from the Placement will be used to fund: <ul style="list-style-type: none"> <li>– c.\$32 million<sup>2</sup> to repay short-term component of the existing corporate facility</li> <li>– c.\$2 million for transaction costs</li> <li>– c.\$3 million for general corporate purposes</li> </ul> </li> <li>• Any proceeds from the non-underwritten SPP to be used for general corporate purposes</li> </ul>
<b>Conditions to placement</b>	<ul style="list-style-type: none"> <li>• New Shares issued under the Placement will require shareholder approval under ASX Listing Rule 7.1</li> </ul>
<b>Placement price</b>	<ul style="list-style-type: none"> <li>• Fixed issue price of \$0.08 per share ("Placement Price") represents: <ul style="list-style-type: none"> <li>– 23.8% discount to the last close price of \$0.105 on 20 March 2023</li> <li>– 64.9% discount to the 3-month volume weighted average price of \$0.228 to 20 March 2023</li> <li>– 69.8% discount to the 6-month volume weighted average price of \$0.265 to 20 March 2023</li> </ul> </li> </ul>
<b>Ranking</b>	<ul style="list-style-type: none"> <li>• All New Shares issued under the Placement and SPP will rank equally with existing MONEYME shares from respective issue dates</li> </ul>
<b>Underwriter</b>	<ul style="list-style-type: none"> <li>• The Placement is fully underwritten by Morgans Corporate Limited</li> </ul>
<b>Share purchase plan</b>	<ul style="list-style-type: none"> <li>• Non-underwritten share purchase plan ("SPP") offered to existing eligible shareholders for the opportunity to apply for up to \$30,000 of fully paid ordinary shares</li> <li>• The issue price of the SPP will be equal to the Placement Price</li> <li>• Up to \$5 million to be raised under the SPP</li> <li>• The SPP will be subject to shareholder approval under ASX Listing Rule 7.1</li> </ul>

1. Based on shares outstanding of 283,247,226  
2. Based on estimated repayment amount as of 30 June 2023

# Sources & uses of capital

- Capital raising of \$37m used for:
  - Repayment of short term corporate debt
  - Transaction costs
  - Additional cash to balance sheet

## Sources and uses summary

\$ million	Amount	% of total
Placement	37	100-88%
Share purchase plan	0-5	0-12%
<b>Total sources</b>	<b>37-42</b>	<b>100%</b>
Repayment of short term corporate debt	32	86-76%
Additional cash to balance sheet	3-8	8-19%
Transaction and related costs	2	5%
<b>Total uses</b>	<b>37-42</b>	<b>100%</b>

# Pro forma 1H23 balance sheet

- \$37m raised through the Placement
- Corporate debt is paid down by \$32m
- Note: pro-forma balance sheet excludes any proceeds from the SPP

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## Balance sheet movements

\$ million	1H23	Accrued int. & fees <sup>1</sup>	Capital Raising <sup>2</sup>	Debt repayment	Fees	Pro forma
Unrestricted cash	16	-	37	(32)	(2)	19
Net customer receivables	1,161	-	-	-	-	1,161
Other assets	190	-	-	-	-	190
<b>Total assets</b>	<b>1,368</b>	<b>-</b>	<b>37</b>	<b>(32)</b>	<b>(2)</b>	<b>1,370</b>
Corporate facility	78	4	-	(32)	-	50
Other liabilities	1,168	-	-	-	-	1,168
<b>Total liabilities</b>	<b>1,246</b>	<b>4</b>	<b>-</b>	<b>(32)</b>	<b>-</b>	<b>1,218</b>
<b>Total equity</b>	<b>122</b>	<b>(4)</b>	<b>37</b>	<b>-</b>	<b>(2)</b>	<b>152</b>

## Pro forma capitalisation

\$ million	Pro forma
Numbers of shares (#)	745,747,226
Share price (\$ per share at the offer price)	\$0.08
<b>Market capitalisation</b>	<b>\$60m</b>
Total debt (excluding non-recourse financing)	50
Less: unrestricted cash	(19)
<b>Enterprise value</b>	<b>\$91m</b>

1. Estimated accrued interest and fees to 30 June 2023  
2. Does not include SPP

# Equity raising timeline<sup>1</sup>

- Placement will require shareholder approval under ASX Listing Rule 7.1
- All new shares from Placement to be issued post shareholder approval expected to occur in mid May
- SPP to open post settlement of Placement

Placement – events	Date
Trading halt	Tuesday, 21 March 2023
Bookbuild commences	Friday, 24 March 2023
Bookbuild finalised	3.00pm, Wednesday, 29 March 2023
Allocation determined and confirmation letters distributed	Wednesday, 29 March 2023
Announcement of results of Placement	9.30am, Thursday, 30 March 2023
Notice of Meeting sent to shareholders	Monday, 17 April 2023
Shareholder meeting (EGM)	Wednesday, 17 May 2023
Settlement	Friday, 19 May 2023
Trading of shares issued under the Placement	Monday, 22 May 2023

Share purchase plan – events	Date
Record date for determining eligibility for SPP	7.00pm, Wednesday, 29 March 2023
Dispatch of SPP booklet and SPP opens	Wednesday, 24 May 2023
SPP offer closing date	Wednesday, 7 June 2023
Allotment of new shares under the SPP	Thursday, 15 June 2023
Trading of shares issued under the SPP Offer	Friday, 16 June 2023

1. The timetable (and each reference in this presentation to a date specified in the timetable) is indicative only and MONEYME may, at its discretion, vary any of the above dates by lodging a revised timetable with ASX. All times referred to in this presentation are Sydney time.



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# Income statement

**MONEYME**

\$ million	1H22	2H22	1H23	(2 months) Jan + Feb 23 <sup>1</sup>
Interest income	45	83	119	37
Other income	3	12	2	5
<b>Gross revenue</b>	<b>48</b>	<b>95</b>	<b>121</b>	<b>42</b>
Commission expense	(0)	(2)	(2)	(1)
<b>Net revenue</b>	<b>48</b>	<b>93</b>	<b>119</b>	<b>41</b>
Interest expense	(12)	(27)	(42)	(15)
Sales & marketing expense	(8)	(14)	(6)	(1)
Product design & development expense	(2)	(4)	(5)	(1)
General & administrative expense	(13)	(15)	(17)	(4)
Customer receivables impairment expense	(30)	(61)	(34)	(11)
Depreciation & amortisation expense	(1)	(1)	(6)	(1)
<b>Total operating expenses</b>	<b>(66)</b>	<b>(122)</b>	<b>(110)</b>	<b>(34)</b>
<b>Profit/(loss) before tax</b>	<b>(19)</b>	<b>(29)</b>	<b>9</b>	<b>7</b>
Income tax benefit/(expense)	-	(3)	-	-
<b>Net profit/(loss) after tax</b>	<b>(19)</b>	<b>(32)</b>	<b>9</b>	<b>7</b>
Adjustments	29	41	2	1
<b>Cash net profit/(loss) after tax</b>	<b>10</b>	<b>10</b>	<b>11</b>	<b>6</b>

# Balance sheet

\$ million	1H22	2H22	1H23	Feb'23¹
Cash and cash equivalents	68	81	79	77
Net customer receivables	546	1,264	1,161	1,118
Current tax asset	0	0	-	-
Deferred tax asset	6	3	3	3
Derivative financial instruments	-	10	10	10
Intangible assets	4	36	35	35
Right of use assets	1	3	2	2
Property, plant and equipment	1	1	3	3
Other receivables	4	10	10	11
Goodwill	-	64	64	64
<b>Total assets</b>	<b>631</b>	<b>1,472</b>	<b>1,368</b>	<b>1,322</b>
Borrowings	(595)	(1,358)	(1,235)	(1,182)
Other payables	(11)	(15)	(6)	(5)
Current tax payable	-	-	-	-
Lease liabilities	(1)	(3)	(2)	(2)
Employee related provisions	(2)	(4)	(2)	(3)
<b>Total liabilities</b>	<b>(609)</b>	<b>(1,381)</b>	<b>(1,246)</b>	<b>(1,198)</b>
<b>Net assets</b>	<b>22</b>	<b>91</b>	<b>122</b>	<b>131</b>
Share capital	44	143	164	164
Reserves	3	5	6	6
Retained earnings/(losses)	(25)	(56)	(48)	(39)
<b>Total equity</b>	<b>22</b>	<b>91</b>	<b>122</b>	<b>131</b>

# Cash flow statement

**MONEYME**

\$ million	1H22	2H22	1H23	(2 months) Jan + Feb 23 <sup>1</sup>
Income from customers	43	73	101	37
Payments to suppliers and employees	(16)	(35)	(39)	(6)
Income from delinquent asset sales and recoveries	5	9	11	4
Income tax refund received	-	-	0	0
<b>Net cash inflows from operating activities</b>	<b>32</b>	<b>47</b>	<b>73</b>	<b>35</b>
Net customer receivable disbursements	(273)	(441)	75	32
Payments for intangible asset development	(1)	(2)	(4)	(1)
Payments for property, plant and equipment	(0)	(0)	(2)	0
Investment in SocietyOne Holdings	-	(15)	-	-
Acquired cash balances	-	38	-	-
<b>Net cash inflows / (outflows) from investing activities</b>	<b>(275)</b>	<b>(414)</b>	<b>69</b>	<b>31</b>
Net (repayment of) / proceeds from borrowings	298	407	(126)	(54)
Borrowings interest and fees paid	(9)	(20)	(38)	(14)
Transaction costs related to borrowings	(4)	(6)	(0)	(0)
Principal repayment of leases	(0)	(0)	(1)	(0)
Proceeds from issued share capital	-	-	21	-
Transaction costs related to issue of share capital	-	-	(1)	-
Loan - other	-	(0)	-	-
<b>Net cash (outflows) / inflows from financing activities</b>	<b>284</b>	<b>380</b>	<b>(144)</b>	<b>(69)</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>42</b>	<b>13</b>	<b>(1)</b>	<b>(2)</b>
Cash and cash equivalents at the beginning of the period	26	68	81	79
<b>Cash and cash equivalents</b>	<b>68</b>	<b>81</b>	<b>79</b>	<b>77</b>

# Measure definitions

Note	Measure	Definition
1	<b>Future contracted cash interest (\$m)</b>	The sum of the total amount of interest payable by each customer receivable over the remaining life of the customer receivable contract (i.e. from 1 July onwards to its maturity) based on simple interest on principal balances, assuming they made all scheduled payments with no prepayments or arrears. Excludes fee income.
2	<b>Cash NPAT (\$m)</b>	Statutory net profit after tax (NPAT) adjusted to remove non-recurring expenses and an adjustment to use actual losses (gross charge offs) rather than the AASB 9 based impairment expense
3	<b>Revenue yield (%)</b>	Gross revenue as a % of average gross customer receivables (annualised)
4	<b>Net interest margin (%)</b>	Gross revenue less interest expense, as a % of average gross customer receivables (annualised)
5	<b>Originations (\$m)</b>	Cash principal originations which exclude accounting effective interest rate balances
6	<b>Provisioning to receivables (%)</b>	Accounting provision closing balance as a % of gross customer receivables
7	<b>Net losses (%)</b>	Principal write offs in the period (net of recoveries, including proceeds from debt sales to collection agencies) as a % of average gross customer receivables
8	<b>Total operating expenses to average receivables (%)</b>	Total operating expenses per income statement adjusted to remove non-recurring expenses as a % of average gross customer receivables (annualised)
9	<b>Office operating expenses to revenue (%)</b>	Sales & marketing, product design & development, and general & administrative expenses as a % of gross revenue in the period (annualised)
10	<b>Average funding cost rate (%)</b>	Interest expense per income statement as a % of average borrowings
11	<b>Closing funding cost rate (%)</b>	The weighted average funding cost applying to external borrowings at the last day of the period

# Key risks (1 of 4)

This section discusses some of the key specific and general risks that Shareholders may be exposed to by making an investment in MONEYME Shares. The risks set out below are not listed in order of importance and do not constitute an exhaustive list of all risks involved with investment in MONEYME. These risks include general and Offer related risks that may apply to MONEYME.

These risks may affect the future operating and financial performance of MONEYME and the value of MONEYME Shares.

The risks and the uncertainties described below:

- are not, and should not be considered to be or relied on as, an exhaustive list of the risks that Shareholders may face; and
- are general in nature and regard has not been had to the investment objectives, financial situation, tax position or particular needs of any individual investor.

Investors should note that the occurrence or consequences of many of the risks described in this section are partially or completely outside the control of MONEYME, its directors and management. Further, investors should note that this section focuses on the key risks and does not purport to list every risk that MONEYME may have now or in the future. It is also important to note that there can be no guarantee that MONEYME will achieve its stated objectives or that any forward-looking statements, expectations, illustrations or forecasts contained in this Presentation will be realised or otherwise eventuate. In this regard, please also see the "Important Notices and Disclaimer" at page 27 for further cautionary language about the treatment of forward-looking information.

It is noted that the Group's 2023 Interim report released in February 2023 includes reference to key risks.

## 1. Risk factors specific to MONEYME

### Corporate debt facility

MONEYME has a \$75 million corporate debt facility with Pacific Equity Partners (PEP), which contains various obligations and covenants including in respect of leverage, liquidity, loan assets and loan arrears.

Successful completion of the Placement will assist MONEYME to partially pay down the corporate lending facility to \$50 million and pay associated transaction costs, supporting its strategic objectives.

There is a risk that, due to an event of default, failure to comply with a financial covenant or the occurrence of a review event, PEP will be entitled, subject to the expiry of customary remedy periods and rights in favour of MONEYME, to demand full or partial repayment of the facility provided by it, enforce their security over substantially all of the assets of MONEYME and its subsidiaries, and exercise other rights such as the right to transfer their debt to a third party (in an event of default scenario only). PEP may also fail to renew its facility following its maturity (currently in November 2025), or renew the facility only in part or on less favourable terms.

PEP has agreed to revised financial covenant settings, and trigger levels linked to its loan asset arrears ratios, to provide a greater level of headroom to MONEYME when compared to the current terms under the PEP facility, as well as various other amendments which make the terms of the PEP facility less onerous from MONEYME's perspective (and therefore reduce the risk of an event of default, failure to comply with a financial covenant or the occurrence of a review event). However, PEP has agreed to such amendments on the basis that the Offer is successfully completed and the corporate debt facility paid down to \$50 million by no later than 30 June 2023. If the Offer is successfully completed, MONEYME will receive sufficient proceeds to meet this condition, and the proceeds will be promptly applied to partially repay the corporate debt facility down to \$50 million. The key liquidity assumptions in this Presentation are predicated on the continued availability of the borrowing facilities. To the extent the Offer is not successfully completed by 30 June 2023, a review event will occur under the debt facility allowing PEP to exercise the enforcement rights described above after a 30 day negotiation period and a 60 day demand period. Although the Placement is underwritten, the underwrite may be terminated by the underwriter upon the occurrence of certain events. The Placement is also subject to shareholder approval.

### **MONEYME may be unable to access funding, or funding available to MONEYME may be on unsatisfactory terms or on terms which MONEYME is unable to continue to comply with**

In addition to the corporate lending facility, MONEYME's existing funding sources predominantly comprise a combination of warehouse facilities, capital markets securitisation transactions and the SocietyOne Personal Loans Trust, which it uses to grow and sustain its business. Continued access to funding channels is critical to MONEYME.

MONEYME has five warehouse facilities with a range of institutional financiers. Two of these warehouse facilities have availability periods which expire on or before 1 July 2023, with the SOFT1 warehouse having an availability period that expires on 10 April 2023 and the Autopay warehouse expiring on 1 July 2023. The other three remaining warehouses have availability periods which expire from the second half of 2023 through until the first half of 2025. MONEYME will typically begin renegotiating expiring facilities three to four months prior to the expiry date. Any renewal of those facilities is solely at the discretion of the financiers of those facilities. Accordingly, there is a risk that the financiers may not agree to renew the availability periods of those facilities, or may only agree to renew on less favourable terms. MONEYME is working with its funders to extend the SOFT1 warehouse to enable MONEYME to pursue a term securitisation transaction immediately following the completion of its capital raise, although there is no guarantee this would occur. It is also in discussions with its financiers to refinance the Autopay warehouse.

MONEYME has recently obtained waivers from financiers under some of its warehouse facilities in relation to compliance with certain covenants. There is a risk that non-extension of those waivers or an inability to remedy the matters that relate to the waivers could result in an amortisation event under the facilities.

MONEYME's existing warehouse and securitisation funding arrangements contain various provisions, including events of default and amortisation events which, if triggered, could impact MONEYME's profitability, financial position and prospects.

An amortisation event or event of default may arise from, among other things:

- a breach by MONEYME of its undertakings under existing securitisation funding arrangements, including with respect to the origination and servicing of receivables;
- credit related factors relating to the quality or performance of the pool of receivables funded under the existing securitisation funding arrangements; and
- the failure or inability to meet relevant pool parameters with respect to the pool of receivables funded under the existing securitisation funding arrangements (for example, aggregate thresholds for loss rates, loan balances, interest rates, seasoning, product types and geographic concentrations for the receivables in the existing securitisation funding arrangements), in each case, subject to any applicable grace periods provided for in the terms of the existing securitisation funding arrangements' documents.

If an amortisation event were to occur upon expiry of any applicable grace periods, this would prevent MONEYME from obtaining further funding for the origination of receivables under the relevant existing securitisation funding arrangement, and in addition, the timing and quantum of payments to MONEYME under such financing arrangements (including fee and income distributions) may be materially reduced or delayed. If an event of default were to occur upon expiry of any applicable grace periods, this would give the secured creditors of the existing securitisation funding arrangement the right to enforce the security over the assets and sell the receivables funded by that existing securitisation funding arrangement and remove MONEYME as servicer of those receivables (meaning MONEYME would no longer interact with customers in relation to the receivables).

MONEYME relies on securitisation and warehouse funding arrangements to fund loan originations and, accordingly, has potential exposure to funding risks. If repayments are not made or certain terms and conditions are not satisfied under the warehouse facilities, financiers may be able to terminate their respective financing arrangements. In addition, as described above, any renewal of those facilities is solely at the discretion of the financiers of those facilities. Accordingly, there is a risk that the financiers may not agree to renew the availability periods of those facilities, or may only agree to extend on less favourable terms. An adverse impact on, or loss on, one or more of these funding arrangements without access to comparable or acceptable alternatives, may adversely impact MONEYME's ability to originate new business or to refinance expiring warehouse facilities.

# Key risks (2 of 4)

MONEYME is required to subscribe for subordinated debt in the existing securitisation funding arrangements, which provides credit support for the debt issued to its third-party financiers and acts as the 'first loss' capital to absorb any losses. MONEYME may be required to subscribe for additional subordinated debt from time to time if, for instance, the loan book increases and/or new warehouse funding arrangements are put in place, or if subordination requirements of MONEYME's financiers increases (for example due to the credit performance of MONEYME's receivables portfolio) to ensure that the subordination requirements of these funding arrangements are satisfied. If MONEYME is unable to obtain cash and equity to satisfy these subordination requirements, MONEYME's access to warehouse funding may be restricted and may also result in amortisation events or events of default under those facilities, which would impact MONEYME's ability to originate new loans, limit the size of the business and the related profitability associated with scaling the business and therefore adversely affect MONEYME's business, financial condition, operating and financial performance, and/or growth. If losses on loans in securitisation funding arrangements are sufficiently high, it will result in an erosion of MONEYME's required 'first loss' capital positions and a permanent loss of such capital that is used to satisfy losses.

There is also a risk that if MONEYME were to receive redemption requests from investors in the SocietyOne Personal Loans Trust and is unable to satisfy such requests within the expected 12 month timeframe (due to an inability to realise value for the underlying personal loans made to customers in that timeframe), that MONEYME may suffer reputational damage with investors in the Personal Loans Trust.

In addition, the market relevance of MONEYME's products may be impacted if its ability to write new loans is constrained because that depends, in part, on how active MONEYME is in the market and the volume of loans MONEYME is originating.

## Customers may fail to repay their financial obligations to MONEYME

There is a risk that 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). This risk is heightened in a rising interest rate environment, with increasing inflationary and associated cost of living pressures. Whether or not there is a recession in Australia will also impact on the level of customer defaults. Customer non-payment is a significant component of MONEYME's expenses at present. If MONEYME's excessive exposure to bad debts as a result of customers failing to repay their financial obligations to MONEYME is higher than expected, it will have a material adverse effect on MONEYME's profitability and could trigger defaults of financial covenants, review events or have other consequences under MONEYME's corporate financing facility.

MONEYME's existing warehouse and securitisation funding arrangements and the corporate debt facility contain limits on the arrears or loss rates of receivables which, if exceeded, may result in drawdowns being refused by the funders of its revolving warehouse facilities and may result in amortisation events or events of default under those facilities. MONEYME's ability to access funding will also be predicated on its ability to maintain stable Static loss rates over time, so if funders lose confidence in MONEYME's ability to underwrite credit within expected loss parameters, MONEYME may find it more difficult to obtain or renew funding (or to obtain or renew funding on satisfactory terms).

## Future equity issuances

In the future, MONEYME may elect to issue further Shares or instruments which are convertible into Shares to raise further funding, including to provide the cash required to continue to grow the business and support requirements under its warehouse facilities. While MONEYME will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital it is able to issue within a 12-month period (other than where exceptions apply), Shareholders may be diluted as a result of such fundraisings. There can be no assurance that such additional funding, if needed, will be available on terms attractive to MONEYME or at all. The ability of MONEYME to secure any required financing to sustain operations and expansion plans will depend in part upon general economic conditions, prevailing capital market conditions and the performance, reputation and financial strength of MONEYME. Any future capital raising may be highly dilutive to existing shareholders.

## Increase in interest rates

The cash rate set by the Reserve Bank of Australia has been a significant driver of low interest rates for wholesale funding in the Australian market, including the BBSY and BBSW, which are the Benchmark Rates of MONEYME's existing funding arrangements. However, there are currently significant inflationary pressures in the Australian economy and, in response, the Reserve Bank of Australia has been lifting interest rates and the market is expecting ongoing monetary policy tightening.

An increase in the cash rate may increase the cost of funding available to MONEYME, which is a key variable cost of the business. MONEYME retains flexibility under its documentation with customers to pass on the impact of an increase in interest rates to them (subject to any applicable laws, including a court's ability to annul any interest rate it considers unconscionable). MONEYME has demonstrated an ability to pass on rate increases to its customers, with several rate increases applied across its variable rate product set including Autopay. The same mitigants of this risk do not apply to the SocietyOne portfolio, which comprises fixed rate loans. MONEYME has established interest rate hedging arrangements that are, and will continue to be put, in place for SocietyOne loans.

There is a risk that the sharp increase in interest rates in the last 6 months will continue and will put MONEYME's customers in financial stress and lead to a rise in delinquencies and loan write-downs, in an environment with broader cost of living pressures. It may also risk a reduction in demand for MONEYME's products.

For these reasons, an increase in the cash rate may have a material adverse effect on MONEYME's business, financial condition, operating and financial performance, and/or growth.

## Exposure to security breaches and data protection issues

The use of the Horizon Technology Platform is critical to MONEYME's ability to operate and grow its business and to achieve synergies from the Acquisition. By their nature, information technology systems are susceptible to security issues, including cyber attacks and other unauthorised access to data and information. Security breaches may involve unauthorised access to MONEYME's networks, systems and databases, including with respect to its service offerings and technology platforms, and the deployment of viruses or other malicious software designed to create system and service disruptions, exposing financial, proprietary and personal information.

MONEYME collects, processes and stores, through the ordinary course of its business, a wide range of confidential personal data and information on applicants. Despite seeking to maximise the protection of customer and company data, the measures that MONEYME takes to protect such information and data may be insufficient to prevent security breaches from arising, or other unauthorised access or disclosure of such information and data.

MONEYME uses secure cloud-based technology to host a number of its key systems and processes including customer data, and had regard to maintaining the confidentiality and security of confidential customer information when designing its technology platform. However, there is a risk that the measures which are taken by MONEYME may not be sufficient to detect or prevent unauthorised access to, or disclosure of, such confidential information.

Any data security breaches or MONEYME's failure to protect private customer information (including through cyber attacks) could result in a significant disruption to MONEYME's systems, reputational damage, loss of system integrity and breaches of MONEYME's obligations under applicable laws. An obligation under privacy laws to notify individuals and the Australian Information Commission of the breach, and could reduce MONEYME's ability to retain existing customers and generate new customers, any of which could have a material adverse impact on its business, operating and financial performance and reputation.

## Compliance with laws, regulations and industry compliance standards

### *Compliance obligations generally*

MONEYME (including SocietyOne) is subject to a range of laws, regulations and industry standards including the National Consumer Credit Protection Act 2009 (Cth) (NCCP Act), the Corporations Act 2001 (Cth), the Financial Sector (Collection of Data) Act 2001 (Cth) (FSCODA) and the Anti-Money Laundering and Counter- Terrorism Financing Act 2006 (Cth), each of which creates obligations which are applicable to MONEYME, and are liable to change with developments in political, regulator and consumer needs and expectations. From time to time, MONEYME is subject to enquiries and investigations by regulatory authorities and there is a risk that deficiencies may be identified in compliance with these regulatory requirements which may have adverse reputational and monetary impacts on the Company.

Failure to comply with these laws, regulations, industry compliance standards and licensing requirements could adversely impact MONEYME's business, including 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.

# Key risks (3 of 4)

MONEYME is also a member of the Australian Financial Complaints Authority (AFCA), which is an external dispute resolution scheme that considers complaints made about (among other things) consumer credit products. AFCA has jurisdiction to hear disputes between MONEYME and its customers, and it if determines there is a systemic issue it is obliged to refer the issue to ASIC. This could result in loss or suspension of licence, monetary fines, remedial actions, legal proceedings and reputational damage if ASIC were to take enforcement action based on a referral by AFCA.

## *Responsible lending obligations*

In the provision of its consumer loans, MONEYME is also required to comply with the responsible lending obligations set out in the NCCP Act. Broadly, the responsible lending obligations require consumer credit providers to make an assessment of a consumer's suitability for entry into a credit arrangement before providing a credit product. This includes making enquiries into the financial situation and objectives of the consumer, providing the consumer with a copy of the financial assessment undertaken if requested and disclosing key features of the credit product and dispute resolution procedure to consumers.

## *Design and distribution obligations and product intervention power*

Credit providers such as MONEYME must comply with the design and distribution obligations. This means MONEYME must assess the target market for its credit products and may be required to make changes to the distribution strategy and disclosure documents used to distribute these products.

MONEYME is required to take reasonable steps to determine its target market and distribute consistently with those determinations, and to ensure that credit products offered by MONEYME do not cause significant consumer detriment. Monitoring regulatory development and ASIC guidance on the use of product intervention powers is relevant in determining the likely impact of the powers on MONEYME's business and product expansion plans.

## **MONEYME's technology may fail or experience disruptions, or may become obsolete**

There is a risk that 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, and that measures implemented by MONEYME to protect against such events are ineffective. MONEYME's business is highly dependent on its ability to process a large number of loans. Accordingly, any systemic failure could cause significant damage to MONEYME's reputation, its ability to make informed credit decisions and assess the credit performance of its loan book, its ability to service customers in a timely manner, and its ability to retain existing customers and generate new customers, any of which could have a materially adverse impact on MONEYME's business, operating and financial performance, and/or growth.

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.

## **Competitors, new market entrants and alternative products**

MONEYME operates in the Australian consumer credit sector, which includes a broad range of participants with diverse business models and product offerings. The direct competitors of MONEYME are those businesses that focus on the fintech or online lender segment of the sector. The consumer credit sector and the fintech or online segment of that market are highly competitive. Accordingly, participants in the sector may seek to imitate MONEYME's strategies and/or may attempt to aggressively take market share from MONEYME, or may develop superior products or have more effective consumer engagement which reduces MONEYME's competitiveness.

## **Protection and ownership of technology and intellectual property**

MONEYME has developed its own technology platform, the Horizon Technology Platform, which is a loan management system and therefore important to all aspects of its existing business (including assessing credit risk and determining risk-based pricing) and, accordingly, for the successful operation and growth of MONEYME's business.

The commercial value of MONEYME's intellectual property in the technology platform is dependent in part on operational procedures to maintain confidentiality and legal protections provided by a combination of copyright, trade secrecy laws, confidentiality obligations on employees and third parties and other intellectual property rights.

However, there is a risk that MONEYME's intellectual property may in the future be compromised in a number of ways, including through unauthorised use or copying of MONEYME's software, data, specialised technology or platforms. In addition, there is a risk that the validity, ownership or authorised use of intellectual property relevant to MONEYME's business may be successfully challenged by third parties.

Any such breaches (including by way of employee fraud) or the introduction of competing technologies could erode MONEYME's competitive position, which could have a material adverse impact on MONEYME's business, operating and financial performance, and/or growth.

In addition, competitors may be able to work around any of the intellectual property rights used by MONEYME, or independently develop competing products or services that are not protected by MONEYME's intellectual property rights.

## **Reliance on third party systems suppliers**

The Horizon Technology Platform (and by extension the MONEYME business) relies on key inputs from third parties to operate, from third-party credit agencies and contracts with third-party information technology suppliers and software providers to use of third-party payment providers and third party for cloud-hosting and data repository services. MONEYME's business is consequently exposed to the ongoing availability and quality of third party services and products at affordable price points.

MONEYME has migrated the origination of new SocietyOne loans to the Horizon Technology Platform. However, SocietyOne's ability to manage loans that were in existence prior to this migration is currently reliant on key services and inputs from third parties. While MONEYME is in the process of migrating this aspect of the SocietyOne business on to the Horizon Technology Platform, during the migration period there is a risk that the third party providers may choose to cease to do business, or change the terms on which they do business, with SocietyOne. For example, SocietyOne depends on key providers for data warehousing and cloud-hosting services as well as the maintenance and support for its loan servicing platform. It relies on various third party providers for operational support in respect of the disbursement of loan funds and collection of payments.

Disruption in relation to third party system providers could have a material adverse effect on the business, financial condition, operating and financial performance, customer reputation, cost of funding and/or growth of MONEYME.

## **Exposure to adverse macro-economic conditions**

MONEYME's business depends on demand for consumer finance and customers having the ability to repay their financial obligations, both of which can be affected by changes in general economic conditions. For example, macro-economic conditions such as unemployment, interest rates, inflation, consumer confidence, economic recessions, downturns or extended periods of uncertainty or volatility and government policy all may influence consumer spending and demand for consumer finance and/or the ability of consumers to repay their financial obligations. The outbreak of COVID-19, war in the Ukraine, increasing cost of living and inflationary pressures and the collapse of banks such as Silicon Valley Bank and Credit Suisse, has also resulted in heightened volatility in domestic and global financial markets. In particular, there is potential for further increases in the cash rate by the Reserve Bank of Australia in order to curb inflation and inflationary expectations. Cost pressures caused by the war in Ukraine and ongoing supply chain bottlenecks due to COVID-19 may continue, having a dampening impact on overall economic activity. Risks are also present of financial contagion due to depositors withdrawing funds from deposit taking institutions, leading to a run on banks, in particular those with deposit balances that are not guaranteed. These factors may lead to wholesale funding markets drying up / becoming inaccessible, which MONEYME relies upon to support ordinary course operations. Adverse macroeconomic conditions may generally have a material adverse impact on MONEYME's profitability through a reduction in revenue collections and/or increase in bad debt.



# Key risks (4 of 4)

## People

The successful operation of MONEYME will depend on the retention, 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 inability to attract and retain replacements or new key personnel, could have a materially adverse impact on MONEYME's business, operating and financial performance, and/or growth.

## MONEYME could suffer brand and/or reputation damage

MONEYME's brand and reputation are very important to attracting, retaining and increasing its customer base, managing its relationship with stakeholders and implementing MONEYME's business strategy. MONEYME's brand and reputation are also very important to MONEYME maintaining its existing funding arrangements, obtaining new funding, and also retaining and attracting a skilled and engaged workforce.

MONEYME manages risks relating to a number of issues and events, including risks relating to legal and regulatory requirements, responsible lending and sales practices, potential conflicts of interest, privacy laws and ethical issues, among other considerations, which may cause harm to MONEYME's brand, image or reputation through negative publicity, heightened regulatory focus and customer experience. Actions or failures by other market participants could also negatively impact the reputation of the industry and MONEYME.

There is a risk that unforeseen issues or events could adversely impact MONEYME's reputation. The strength of MONEYME's reputation is an important part of retaining and growing its customer bases and, accordingly, an event that has a negative impact on MONEYME's brand could have a material adverse impact on the demand for MONEYME's products. This may adversely impact MONEYME's business, financial condition, operating performance, and/or growth.

## Human error/fraud

MONEYME is exposed to human error and fraud relating to employees not carrying out their duties responsibly and in line with agreed policy and process. These risks include employees providing a customer with misleading or inaccurate information in relation to the cost of their loan or their loan repayment options which could result in an unfair customer outcome.

## Failure to achieve growth strategy

MONEYME has developed a moderated growth strategy leveraging organic channels to optimise for delivering profitability. There is no guarantee that all or any of MONEYME's growth strategies will be successfully implemented, deliver the expected returns or ultimately be profitable. Similarly there is no guarantee that MONEYME will achieve its future growth strategy. There is a risk that the growth strategies may be subjected to unexpected delays and additional implementation costs.

Any change to MONEYME's ability to achieve any or all of its future growth strategies, or the market's perception of MONEYME's ability to deliver growth to shareholders, is likely to have a significant impact on MONEYME's share price.

## Liquidity risk

There can be no guarantee that an active trading market for MONEYME's shares is maintained. There may be relatively few or many potential buyers and sellers of the shares on the ASX at any time. This may increase the volatility of the value of the shares and/or prevent investors from acquiring or disposing shares.

## Litigation, claims and disputes

MONEYME could be subject to litigation (including class actions) and other claims and disputes in the course of its business, including customer disputes, employment disputes and claims, securities laws, continuous disclosure and other corporations laws, contractual disputes, indemnity claims, occupational health and safety claims, or criminal or civil proceedings in the course of its business, or other litigation not covered by its insurance. There is a risk that any such litigation, claims and disputes could materially and adversely affect MONEYME's business, financial condition and operating performance, including the cost of settling such claims, any fines, other expenses associated with litigation and the effect on MONEYME's reputation.

## Timing of financial information

The financial information set out in this Presentation includes unaudited pro forma financial information. No assurance can be given that MONEYME's audited financial results will align with the financial information in this Presentation in respect of the relevant period.

## Climate change

Climate change may impact on overall economic growth and national living standards, with longer term consequences for MONEYME's customers. There are also physical risks posed by climate change which may cause business disruption. Indirect impacts of climate change would extend to its impact on the automotive sector, to which MONEYME has exposure through its Autopay lending business. MONEYME is responding to climate change threats through, for example, execution of a digital business model and achieving 100% carbon-neutral energy for the Sydney office, however there are costs but also benefits associated with this environmental approach. Overall unmitigated climate change could lead to an adverse impact on MONEYME's business and operations.

## Asset impairment

The Group's Goodwill (recognised in connection with the acquisition of SocietyOne) and Intangible Asset Balances as at 31 December 2023 are disclosed in its Interim 2023 Financial Report. An impairment assessment will be completed as part of the FY23 audit process, as it was completed for the 1H23 interim review. Any Goodwill or Intangible Asset impairment would result in a reduction to the Group's statutory profits.

## 2. Offer and general risks

### Underwriting and funding risk

It is intended that the proceeds of the Offer will be used to partially pay down the corporate debt facility and pay associated transaction costs.

The Placement is lead managed and underwritten by Morgans Corporate Limited (Lead Manager) pursuant to the terms of the Placement Agreement. If certain conditions are not satisfied or certain customary termination events occur, the Lead Manager may terminate the Placement Agreement, which are summarised in the "Summary of Placement Agreement" in the Appendix of this Presentation.

Termination of the Placement Agreement would mean that MONEYME is not able to raise the minimum amount required to pay down the corporate debt facility to \$50 million by 30 June 2023, which would trigger a review event under the PEP corporate debt facility that ultimately may give PEP the enforcement rights described above after a 30 day negotiation period and a 60 day demand period.

### Investment in equity and general risks

The price of MONEYME's shares (including the shares to be issued pursuant to the Placement and the Share Purchase Plan) on the ASX will be affected by the financial performance of MONEYME and may rise or fall due to numerous often unpredictable factors, including investor perceptions in the local and global markets for listed stocks. Changes in global economic conditions (including changes to interest rates, inflation, foreign exchange rates and labour costs) as well as general trends in the Australian and overseas equity markets may affect the trading price of MONEYME's shares on the ASX. One or more of these factors may cause its shares to trade below prices and may adversely affect MONEYME's financial position and/or performance. In addition, changes in the value of MONEYME's shares may be unrelated or disproportionate to the actual operating performance of MONEYME.

MONEYME's shares (including the shares to be issued pursuant to the Placement and the Share Purchase Plan) may trade at higher or lower prices than the price at the date of this Presentation and no assurances can be given that MONEYME's market performance will not be adversely affected by any such market fluctuations or factors. No member of MONEYME, nor any of their directors nor any other person guarantees MONEYME's market performance.

### Dilution risk

Existing shareholders who do not participate in the Equity Raising will have their percentage shareholding in MONEYME diluted. Depending on the size of a shareholder's existing holding, a participating shareholder may still be diluted even though they participate in the Placement and/or the Share Purchase Plan, depending on the number of New Shares allocated to them.

# Summary of placement agreement (1 of 2)

MONEYME Limited (**MONEYME** or **Company**) has appointed Morgans Corporate Limited (ACN 010 539 607) (**Lead Manager**) to act as sole bookrunner, lead manager and underwriter for the Placement pursuant to the terms of a placement agreement entered into between the parties on or before the date of this announcement (**Placement Agreement**). The SPP is not underwritten and the Lead Manager is not acting as manager or underwriter, and does not assume any liability to the shareholders of the Company, in respect of the SPP.

The obligations of the Lead Manager are subject to the satisfaction of certain conditions precedent documented in the Placement Agreement that relate to ongoing compliance with or maintenance of debt facilities and other conditions that are customary for a transaction of this nature, including that shareholder approval is obtained for the placement under Listing Rule 7.1 and Listing Rule 10.11 (if applicable). If those conditions are not satisfied or certain events occur (some of which are subject to materiality), the Lead Manager may terminate the Placement Agreement.

The Lead Manager may, in its sole discretion, terminate its obligations under the Placement Agreement if any of the following events occur before 4.30pm on the settlement date:

- (**SPP breach**) there are certain breaches of the terms of the SPP;
- (**ASX and offer materials**) in the Lead Manager's reasonable opinion, a statement in the investor presentation or other materials released to ASX or otherwise distributed in connection with the offer is or becomes false, misleading or deceptive or is likely to mislead or deceive (including by omission) in a material respect;
- (**delay**) an event specified in the timetable is delayed unless otherwise agreed between the Company and the Lead Manager;
- (**unable to issue Placement shares**) the Company is unable or is unlikely to be able to issue the Placement shares;
- (**trading in Company's shares**) the Company's Shares do not recommence trading in accordance with the timetable, or are placed into suspension other than as contemplated in the Timetable;
- (**capital structure**) the Company alters its capital structure (other than as contemplated) or constituent documents without the prior consent of the Lead Manager;
- (**insolvency**) any Group member is or becomes insolvent or has a liquidator, provision liquidator, controller, administrator appointed to it;
- (**changes to key management personnel**) a change in the board of directors of the Company, or certain members of management, occurs or is announced;
- (**regulatory actions**) certain regulatory actions occur:
  - ASIC issues, or threatens to issue, proceedings or commences any inquiry or investigation in relation to the Placement;
  - the ASX makes any official statement to any person, or indicates to the Company, or the Lead Manager that existing shares will be suspended from quotation (other than as expressly contemplated in the timetable), the Company will be removed from the official list of the ASX or that quotation of all of the Placement shares will not be granted by the ASX or such approval has not been given before the close of business on the last date on which the Placement Shares may be allotted;
  - any government or any governmental or regulatory body issues, or threatens to issue, proceedings or commences any inquiry or investigation into the Placement; or
- (**market fall**) the S&P/ASX 200 Index published by ASX at any time falls by 12.5% or more below its level as at 5.00pm on the business day immediately preceding the date of the Placement Agreement and remains at that level: (i) at the close of trading on ASX for two consecutive business days; or (ii) at the close of trading on ASX on the business day immediately prior to the settlement date.

The Lead Manager may, in its sole discretion, terminate its obligations under the Placement Agreement if any of the following events occur before 4.30pm on the settlement date and the Lead Manager has reasonable and bona fide grounds to believe and does believe that the relevant event (a) will, or is likely to, give rise to a liability of the Lead Manager under, or give rise to, or result in, the Lead Manager contravening, or being considered to be involved in a contravention of, any applicable law; or (b) has or may have a material adverse effect on: (i) the marketing, settlement or outcome of the Placement, or on the ability of the Lead Manager to market or promote or settle the Placement; or (ii) the likely trading price of the Shares (including the Placement shares); or (iii) the willingness of investors to subscribe for Placement shares:

- (**breach**) the Company is in breach of the Placement Agreement;
- (**adverse change**) any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company or the Group from those respectively disclosed in: (i) the ASX materials; or (ii) the Company's financial results for 31 December 2022 or any other subsequent disclosure made to the ASX prior to the date of the Placement Agreement;
- (**material contracts**) if any material contracts are not capable of being performed in accordance with their terms (in the reasonable opinion of the Lead Manager) or if all or any part of any of such contracts is amended or varied (without the consent of the Lead Manager), terminated, breached, ceases to have effect, otherwise than in accordance with its terms, or is or becomes void, voidable, illegal, invalid or unenforceable (other than by reason only of a party waiving any of its rights) or capable of being terminated, rescinded or avoided or of limited force and affect, or its performance is or becomes illegal;
- (**disclosures**) there are not, or there ceases to be, reasonable grounds for any forward looking statement or estimate by the Company in the offer materials (including any financial forecasts);
- (**information supplied to Lead Manager**) any information supplied by or on behalf of the Company to the Lead Manager in relation to the Group or the Placement is, or becomes, false or misleading or deceptive, or likely to mislead or deceive, including by way of omission;
- (**regulatory action**)
  - any regulatory body commences any public action against an officer of the Company in his or her capacity as an officer of the Company or announces that it intends to take any such action or an officer of the Company is charged with an indictable offence or is disqualified from managing a corporation under the Corporations Act;
  - any government or any governmental or regulatory body issues, or threatens to issue, proceedings or commences any inquiry or investigation into the Company;
- (**hostilities**) hostilities not presently existing at the date of the Placement Agreement commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving certain jurisdictions, or a national emergency is declared, a terrorist act is perpetrated, or a pandemic, epidemic or large-scale outbreak of a disease not presently existing occurs or in respect of which there is a major escalation, involving such jurisdictions;
- (**contravention of applicable law**) the Lead Manager becomes aware of a contravention by the Company of an applicable law or the Company's constitution;
- (**new laws**) there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia, New Zealand or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Placement Agreement), any of which does or is likely to prohibit or regulate or otherwise adversely affect the Placement, capital issues or stock markets; or

# Summary of placement agreement (2 of 2)

- **(certain market events)** any of the following occurs:
  - a general moratorium on commercial banking activities in any one or more of certain countries is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries;
  - trading in all securities quoted or listed on certain stock exchanges is suspended or limited in a material respect for more than one day on which that exchange is open for trading; or
  - there is any adverse change to the existing financial markets in any one or more of certain countries. MoneyMe gives customary representations and warranties to the Lead Manager in connection with (among other things) the Placement. MoneyMe also gives customary undertakings to the Lead Manager, including that (subject to certain exceptions) it will not issue further equity securities, and will conduct its business in the ordinary course, for a period of time following completion of the Placement.

Subject to certain exceptions, MoneyMe has agreed to indemnify and hold harmless the Lead Manager and certain related persons (each an **Indemnified Party**) from and against all losses directly or indirectly suffered or incurred by an Indemnified Party in connection with the Placement and the Placement Agreement. MoneyMe also releases each Indemnified Party against claims made by MoneyMe or its related bodies corporate as a result of the participation of that Indemnified Party in the preparation of the offer materials or in relation to the Placement, the engagement of the Lead Manager pursuant to the Placement Agreement and the Indemnified Party's performance of services, except to the extent of certain agreed carve outs related to the Lead Manager's culpability for the loss.

The Lead Manager will be paid underwriting and management fees of an agreed percentage of the proceeds of the Placement and may also pay an incentive fee at MoneyMe's discretion. MoneyMe must also reimburse the Lead Manager for certain expenses (including legal expenses) incurred in connection with its role as Lead Manager.

# Important notices & disclaimers (1 of 3)

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## Investor presentation Important Notice and Disclaimer

The information contained in this presentation has been prepared by MONEYME Limited ACN 636 747 414 ("MONEYME" or "Company") in connection with an equity raising consisting of:

- a fully underwritten institutional placement of new ordinary shares in the Company ("New Shares") to be made to professional and sophisticated investors under section 708A of the Corporations Act 2001 (Cth) ("Corporations Act") which is conditional upon obtaining shareholder approval at an extraordinary general meeting ("EGM") under ASX Listing Rule 7.1 ("Placement");
- an offer of New Shares to eligible MoneyMe shareholders in Australia and New Zealand under a share purchase plan on accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ("SPP") (the Placement, SPP together the "Equity Raising" or "Offer").

## Summary information

This presentation contains general background information about MONEYME and its subsidiaries and their activities and is current at the date of this presentation. The information is given in summary form and includes financial and other information and does not purport to be complete or to provide all information that an investor should consider when making an investment decision, nor does it contain all the information which would be required in a disclosure document or prospectus prepared in accordance with the requirements of the Corporations Act. It has been prepared by MONEYME with due care but no representation or warranty, express or implied, is provided in relation to the accuracy or completeness of the information. Statements in this presentation are made only as of the date of this presentation unless otherwise stated and the information in this presentation remains subject to change without notice. MONEYME is not responsible for updating, nor undertakes to update, this presentation. It should be read in conjunction with MONEYME's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange ("ASX"), which are available at [www.asx.com.au](http://www.asx.com.au).

Certain market and industry data used in connection with this presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither MONEYME nor its representatives have independently verified any such market or industry data provided by third parties or industry or general publications.

## Not an offer

This presentation is for information purposes only, and is not an offer for subscription, invitation or sale with respect to any securities in any jurisdiction and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. Nothing in this presentation shall form the basis of any contract or commitment, or constitute investment, financial product, legal, accounting or tax advice or any recommendation. This presentation is not and should not be considered an offer or an invitation to subscribe for or acquire shares or any other financial product.

## Restrictions on publication and distribution

This presentation may not be distributed or released in the United States or to any person acting for the account or benefit of a person in the United States. This presentation and the information contained herein does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such offer would be illegal. The New Shares will not be registered under the U.S. Securities Act of 1933 as amended (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of any person in the United States unless the securities have been registered under the Securities Act (which MONEYME has no obligation to do or procure) or are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

The release, publication or distribution of this presentation in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which this presentation is released, published or distributed should inform themselves about and observe such restrictions. Refer to the "International Offer Restrictions" in the Appendix of this presentation for further information.

This presentation does not constitute, or form part of, an offer to sell or the solicitation of an offer to subscribe for or buy any securities, nor the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issue or transfer of the securities referred to in this presentation in any jurisdiction in contravention of applicable law.

## Not financial product advice

This presentation is not financial product or investment advice, a recommendation to acquire New Shares or accounting, legal or tax advice and does not and will not form any part of any contract for the acquisition of New Shares. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and should consult their stockbroker, solicitor, accountant or other independent financial advisor.

MONEYME is not licensed to provide financial product advice in respect of an investment in shares. Cooling off rights do not apply to the acquisition of New Shares.

## Financial data

All financial information in this presentation is in Australian Dollars (\$) or AUD) unless otherwise stated.

The financial information included in this presentation is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

This presentation includes financial information that has been sourced from unaudited management accounts of MONEYME for FY23. In addition, financial data in this presentation includes "non IFRS financial information" under ASIC Regulatory Guide 230 "Disclosing non IFRS financial information" published by ASIC and also "non GAAP financial measures" within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934, including but not limited to Cash NPAT. MONEYME believes that this non IFRS/non GAAP financial information provides useful information to users in measuring the financial performance and conditions of MONEYME. The non IFRS financial information does not have a standardised meaning prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should it be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non IFRS/non GAAP financial information and ratios included in this presentation.

## Past performance

Information on past performance is given for illustrative purposes only and should not be relied upon as (and is not) an indication of the Company's views on its future financial performance or condition including future share price performance. Past performance of the Company cannot be relied upon as an indicator of (and provides no guidance as to) future Company performance.

# Important notices & disclaimers (2 of 3)

**MONEYME**

## Forward looking statements and risks

Certain statements made in this presentation are forward-looking statements. These forward-looking statements are not historical facts but rather are based on MONEYME's current expectations, estimates and projections about the industry in which MONEYME operates, and beliefs and assumptions. Words such as "may", "will", "anticipates", "expects", "intends," "plans", "believes", "seeks", "estimates", "predicts", "should", "likely", "forecast", "opinion", "target", "estimate" and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of MONEYME, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. MONEYME cautions investors and potential investors not to place undue reliance on these forward-looking statements, which reflect the view of MONEYME only as of the date of this presentation, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID 19. The forward-looking statements made in this presentation relate only to events as of the date on which the statements are made. MONEYME will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this presentation except as required by law or by any appropriate regulatory authority.

Forward looking statements may assume the success of MONEYME's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond MONEYME's control, and no assurance can be given that any of these strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Several important factors could cause actual results or performance to differ materially from the forward-looking statements including (without limitation) the risks and uncertainties associated with the Australian and global economic environment and market conditions.

An investment in the Equity Raising is subject to investment and other known and unknown risks, some of which are beyond the control of MONEYME. Please refer to the "Key Risks" in the Appendix of this presentation for a non-exhaustive summary of certain general and company-specific risk factors that may affect MONEYME.

## Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation (including in charts, graphs or tables in the presentation) are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation.

## Disclaimer

The Placement is fully underwritten by Morgans Corporate Limited (ACN 010 539 607) ("Lead Manager"). For the avoidance of doubt, the Lead Manager has no involvement in the SPP component of the Equity Raising, which is not underwritten.. A summary of the key terms of the underwriting agreement between MONEYME and the Lead Manager is provided in the "Summary of Placement Agreement" in the Appendix of this presentation.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this presentation. Any information or representation not contained in this presentation may not be relied on as having been authorised by MONEYME or its related bodies corporate or any of their respective officers in connection with the Offer.

Neither the Lead Manager nor its related bodies corporate or affiliates, nor the directors, officers, partners, employees, agents, contractors, consultants, associates or advisors of the foregoing (together the "LM Parties") have authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this presentation, make or purport to make any statement in this presentation and there is no statement in this presentation which is based on any statement by any of them. The LM Parties do not make any recommendation as to whether any potential investor should participate in the Equity Raising and by continuing to read this presentation readers are deemed to agree that they have not relied on any statements made by the LM Parties in relation to the Equity Raising. To the maximum extent permitted by law, the LM Parties and MONEYME and its related bodies corporate, directors, officers, employees, agents, contractors, consultants, associates or advisors (together the "MONEYME Parties"), expressly exclude and disclaim all responsibility and liabilities (including, without limitation, for

fault or negligence or in respect of any expenses, losses, damages or costs incurred) in respect of, and make no representations or warranties (express or implied) as to the fairness, currency, accuracy, reliability or completeness of, the information in this presentation, and with regard to the LM Parties, take no responsibility for, any part of this presentation or the Equity Raising. None of the MONEYME Parties nor the LM Parties guarantees the repayment of capital or any particular rate of income or capital return on an investment in MONEYME. By continuing to read this presentation, readers are deemed to agree, to the maximum extent permitted by law, that they will not seek to sue or hold the MONEYME Parties or the LM Parties liable in any respect in connection with this presentation or the Equity Raising.

The Lead Manager has been engaged solely as an independent contractor by MONEYME and is acting solely in a contractual relationship on an arm's length basis with MONEYME. None of the MONEYME Parties nor the LM Parties accept any fiduciary obligations to or relationship (whether agency or otherwise) with any investor or potential investor, securityholder, creditor or other person in connection with the Equity Raising or otherwise. Readers are responsible for making their own independent judgement with respect to the Equity Raising, any other transaction and any other matter arising in connection with this presentation.

The Lead Manager, together with its related bodies corporate and affiliates, is a full service financial institution engaged in various activities, which may include underwriting, trading, investment banking, financing, corporate advisory, financial advisory, investment management, investment research, principal investment, risk management and hedging activities, lending, market making, financial planning and benefits counselling, brokerage and other financial and non-financial activities and services for clients and counterparties, including companies, governments, institutions and individuals for which it has received or may receive customary fees and expenses.

In the ordinary course of its various business activities, the LM Parties may at any time purchase, sell or hold a broad array of investments and actively trade or effect transactions in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and those investment and trading activities may involve or relate to assets, securities and/or instruments of MONEYME, and/or persons and entities with relationships with MONEYME. The LM Parties may also communicate independent investment recommendations, market colour or trading ideas and/or publish or express independent research views in respect of those assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in those assets, securities and instruments.

The Lead Manager, in conjunction with its related bodies corporate and affiliates, is acting as a lead manager and bookrunner to the Placement and will receive fees and expenses for acting in this capacity. Affiliates of the Lead Manager are or may in the future be lenders and/or derivative counterparties to MONEYME or its related bodies corporate or affiliates.

Determination of eligibility of investors for the purposes of the Equity Raising is determined by reference to a number of matters, including legal requirements and the discretion of MONEYME and the Lead Manager. MONEYME and the Lead Manager disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.



# Important notices & disclaimers (3 of 3)

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## International offer restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand) (the "FMC Act").

The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.



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