

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **MONEYME Limited**

ACN/ARSN 29 636 747 414

1. Details of substantial holder (1)

Name Somers Limited (and associates as listed in Annexure B)

ACN/ARSN (if applicable)

The holder became a substantial holder on 22 May 2023

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	148,858,413	148,858,413	19.96%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure B			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Somers Limited and UIL Limited	Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda
ICM Limited (and other associates as listed in Annexure B)	34 Bermudiana Road, Hamilton HM11, Bermuda
Resimac Limited	Level 9, 45 Clarence Street, SYDNEY, NSW, AUSTRALIA, 2000
Thorn Group Limited	Level 11, 1 York Street, SYDNEY, NSW, AUSTRALIA, 2000
ICM Investment Management	The Cottage, Ridge Court, The Ridge, Epsom, Surrey, KT18 7EP

Signature

Print Name

A Younie

Capacity

Director

Signature



Date

24 May 2023

Annexure 'A'

This is Annexure A of 2 pages referred to in Form 603 Notice of initial substantial holder signed by me and dated 24 May 2023.

Print Name A Younie

Capacity Director

Signature 

Date 24 May 2023

Details of relevant interests and consideration

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
22 May 2023	Thorn Group Limited	Shares issued under placement.	A\$5,000,000	62,500,000	62,500,000
22 May 2023	Resimac Limited	Shares issued under placement.	A\$5,000,000	62,500,000	62,500,000
22 May 2023	Somers Limited	Shares issued under placement.	A\$1,750,000	21,875,000	21,875,000
		Change in % holding due to shares issued to Thorn Group Limited.	-	62,500,000	62,500,000
		Change in % holding due to shares issued to Resimac Limited.	-	62,500,000	62,500,000
22 May 2023	Resimac Group Limited	Change in % holding due to shares issued to Resimac Limited.	-	62,500,000	62,500,000
22 May 2023	ICM Limited	Change in % holding due to shares issued to Somers Limited.	-	21,875,000	21,875,000
		Change in % holding due to shares issued to Thorn Group Limited.	-	62,500,000	62,500,000
		Change in % holding due to shares issued to Resimac Limited.	-	62,500,000	62,500,000
22 May 2023	ICM Investment Management Limited	Change in % holding due to shares issued to Somers Limited.	-	21,875,000	21,875,000
		Change in % holding due to shares issued to Thorn Group Limited.	-	62,500,000	62,500,000
		Change in % holding due to shares issued to Resimac Limited.	-	62,500,000	62,500,000
22 May 2023	UIL Limited	Change in % holding due to shares issued to Somers Limited.	-	21,875,000	21,875,000
		Change in % holding due to shares issued to Thorn Group Limited.	-	62,500,000	62,500,000
		Change in % holding due to shares issued to Resimac Limited.	-	62,500,000	62,500,000

22 May 2023	General Provincial Life Pension Fund Limited	Change in % holding due to shares issued to Somers Limited.	-	21,875,000	21,875,000
		Change in % holding due to shares issued to Thorn Group Limited.	-	62,500,000	62,500,000
		Change in % holding due to shares issued to Resimac Limited.	-	62,500,000	62,500,000
22 May 2023	Union Mutual Pension Fund Limited	Change in % holding due to shares issued to Somers Limited.	-	21,875,000	21,875,000
		Change in % holding due to shares issued to Thorn Group Limited.	-	62,500,000	62,500,000
		Change in % holding due to shares issued to Resimac Limited.	-	62,500,000	62,500,000
22 May 2023	Somers Isles Private Trust Company Limited	Change in % holding due to shares issued to Somers Limited.	-	21,875,000	21,875,000
		Change in % holding due to shares issued to Thorn Group Limited.	-	62,500,000	62,500,000
		Change in % holding due to shares issued to Resimac Limited.	-	62,500,000	62,500,000
22 May 2023	Duncan Saville	Change in % holding due to shares issued to Somers Limited.	-	21,875,000	21,875,000
		Change in % holding due to shares issued to Thorn Group Limited.	-	62,500,000	62,500,000
		Change in % holding due to shares issued to Resimac Limited.	-	62,500,000	62,500,000

Annexure 'B'

This is Annexure B of 2 pages referred to in Form 603 Notice of change of interests of substantial holder signed by me and dated 24 May 2023.

Print Name A Younie

Capacity Director

Signature 

Date 24 May 2023

Present registered holders and relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Somers Limited	JP Morgan Nominees Australia Pty Ltd	Somers Limited	Registered Holder	21,875,000 ordinary shares	21,875,000
	Resimac Limited	Resimac Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over Resimac Group Limited.	62,500,000 ordinary shares	62,500,000
	Thorn Group Limited	Thorn Group Limited	Relevant interest under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Thorn Group Limited.	64,408,413 ordinary shares	64,408,413
Resimac Limited	Resimac Limited	Resimac Limited	Registered Holder	62,500,000 ordinary shares	62,500,000
Resimac Group Limited	Resimac Limited	Resimac Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over Resimac Limited.	62,500,000 ordinary shares	62,500,000
Thorn Group Limited	Thorn Group Limited	Thorn Group Limited	Registered Holder	64,408,413 ordinary shares	64,408,413
Ingot Capital Investments Pty Ltd	Ingot Capital Investments Pty Ltd	Ingot Capital Investments Pty Ltd	Registered Holder	75,000 ordinary shares	75,000
Capel Court Pty Ltd	Ingot Capital Investments Pty Ltd	Ingot Capital Investments Pty Ltd	Relevant interest under section 608(3)(b) of the Corporations Act by having control over Ingot Capital Investments Pty Ltd.	75,000 ordinary shares	75,000
ICM Limited	JP Morgan Nominees Australia Pty Ltd	Somers Limited	Relevant interest under sections 608(3)(a) of the Corporations Act as investment manager for Somers Limited. Relevant interest under section 608(3)(b) of the Corporations Act as Co-Investment Manager of UIL Limited which has voting power of above 20% in Somers Limited.	21,875,000 ordinary shares	21,875,000
	Resimac Limited	Resimac Limited		62,500,000 ordinary shares	62,500,000
	Thorn Group Limited	Thorn Group Limited		64,408,413 ordinary shares	64,408,413
ICM Investment Management Limited	JP Morgan Nominees Australia Pty Ltd	Somers Limited	Relevant interest under section 608(3)(a) of the Corporations Act as Co-Investment Manager of UIL Limited which has voting power of above 20% in Somers Limited	21,875,000 ordinary shares	21,875,000
	Resimac Limited	Resimac Limited		62,500,000 ordinary shares	62,500,000
	Thorn Group Limited	Thorn Group Limited		64,408,413 ordinary shares	64,408,413
UIL Limited	JP Morgan Nominees Australia Pty Ltd	Somers Limited	Relevant interest under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Somers Limited.	21,875,000 ordinary shares	21,875,000
	Resimac Limited	Resimac Limited		62,500,000 ordinary shares	62,500,000
	Thorn Group Limited	Thorn Group Limited		64,408,413 ordinary shares	64,408,413

General Provincial Life Pension Fund Limited	JP Morgan Nominees Australia Pty Ltd Resimac Limited Thorn Group Limited	Somers Limited Resimac Limited Thorn Group Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over UIL Limited.	21,875,000 ordinary shares 62,500,000 ordinary shares 64,408,413 ordinary shares	21,875,000 62,500,000 64,408,413
Union Mutual Pension Fund Limited	JP Morgan Nominees Australia Pty Ltd Resimac Limited Thorn Group Limited	Somers Limited Resimac Limited Thorn Group Limited	Relevant interest under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Somers Limited.	21,875,000 ordinary shares 62,500,000 ordinary shares 64,408,413 ordinary shares	21,875,000 62,500,000 64,408,413
Somers Isles Private Trust Company Limited	JP Morgan Nominees Australia Pty Ltd Resimac Limited Thorn Group Limited	Somers Limited Resimac Limited Thorn Group Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited, ICM Investment Management Limited, Union Mutual Pension Fund Limited and General Provincial Life Pension Fund Limited.	21,875,000 ordinary shares 62,500,000 ordinary shares 64,408,413 ordinary shares	21,875,000 62,500,000 64,408,413
Duncan Saville	JP Morgan Nominees Australia Pty Ltd Resimac Limited Thorn Group Limited Ingot Capital Investments Pty Ltd	Somers Limited Resimac Limited Thorn Group Limited Ingot Capital Investments Pty Ltd	Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited, ICM Investment Management Limited and having control over Somers Isles Private Trust Limited and Capel Court Pty Ltd.	21,875,000 ordinary shares 62,500,000 ordinary shares 64,408,413 ordinary shares 75,000 ordinary shares	21,875,000 62,500,000 64,408,413 75,000

POWER OF ATTORNEY

Somers Limited of 34 Bermudiana Road, Hamilton HM 11, Bermuda, a company incorporated in Bermuda (the "Principal"), hereby constitutes and appoints ICM Limited of 34 Bermudiana Road, Hamilton HM 11, Bermuda (the "Attorney") to be the Principal's true and lawful attorney in the Principal's name and on the Principal's behalf to:

1. exercise any and all voting rights in its sole discretion attaching to the assets of the Principal in respect of any entity which is not incorporated, continued or otherwise registered in Bermuda and any other interests outside of Bermuda including, without limitation, shares, stocks, bonds, convertibles, warrants, derivatives, and other securities held by the Principal, provided that any such exercise of any voting rights shall at all times be subject to (i) any specific instructions given by the Principal to the Attorney and (ii) compliance with applicable laws; and
2. do all other acts, deeds and things whatsoever that may be necessary or appropriate in connection with the foregoing.

AND the Principal further declares that all and every of the acts, deeds and things done by the Attorney for the aforesaid purposes shall be good, valid and effectual as if the same had been signed, sealed and delivered, given, made or done by the Principal and the Principal undertakes at all times hereafter to ratify and confirm whatsoever the Attorney shall lawfully do or cause to be done by virtue of this Power of Attorney and the Principal further declares that this Power of Attorney shall be irrevocable for the purposes aforesaid.

This Power of Attorney shall in all respects be governed by the laws of Bermuda.

IN WITNESS whereof the parties hereto have caused this Deed to be duly executed and delivered the 14 December, 2017.

The Common Seal of)
Somers Limited)
was affixed hereto)

in the presence of:


Name: David Morgan
Title: Director



UIL Limited

POWER OF ATTORNEY

UIL Limited of 34 Bermudiana Road, Hamilton HM 11, Bermuda, a company incorporated in Bermuda (the "**Principal**"), hereby constitutes and appoints each of ICM Limited of 34 Bermudiana Road, Hamilton HM 11, Bermuda and ICM Investment Management Limited of The Cottage, Ridge Court, The Ridge, Epsom, Surrey KT18 7EP (the "**Attorneys**") to be the Principal's true and lawful attorneys in the Principal's name and on the Principal's behalf, subject to the proviso set out below, in their sole discretion and each of them acting separately:

1. to exercise all rights, powers and discretions of whatever nature of the Principal to manage the investment, disposal and re-investment of the Principal's Australian Investments (as defined below) and without limiting the foregoing, the Attorneys shall have power and authority, without prior reference to the Principal:
 - a. to receive and expend cash on behalf of the Principal to subscribe for, buy or otherwise acquire and to sell and dispose of Australian Investments; to participate in issues or offers of Australian Investments (including entering into underwritings and sub-underwritings of Australian Investments; and providing any undertaking in relation to offers, placings or rights conferred by a particular Australian Investment;
 - b. to enter into any master agreement and/or derivatives contracts in relation to Australian Investments;
 - c. to exercise any governance or ownership right conferred by any Australian Investment, including the exercise of any and all voting rights attaching to Australian Investments;
 - d. to place cash on deposit and withdraw cash on from deposit in relation to any Australian Investments;
 - e. to negotiate borrowings in connection with any Australian Investment;
 - f. to manage, operate and develop any property of the Principal which falls within the definition of an Australian Investment;
 - g. to give instructions to the Principal's depositary or custodian to transfer cash or securities held by such depositary or custodian in connection with the settlement of any transactions relating to Australian Investments; and
 - h. to do all such things, with respect to any of the foregoing, as the Attorneys shall deem appropriate, and to take such other action which the Attorneys reasonably consider to be necessary, desirable or incidental to the exercise of their respective powers under this Power of Attorney,

Provided that in exercising their respective powers under this Power of Attorney, the Attorneys shall at all times comply with the Principal's published investment objective and investment policy, including investment restrictions (as the same may be amended from time to time) and with any further parameters agreed in writing between the Principal and the Attorneys (as the same may also be amended from time to time).

For the purposes of this Power of Attorney, "**Australian Investments**" means all shares, warrants, securities, equity, futures, options, forward contracts, contracts for differences, derivatives, loans, convertible or exchangeable debt securities, bonds, notes, cash, currencies, interests in business, partnerships or limited partnerships or the like, real estate and any other property whatsoever (quoted

or traded on an investment exchange or not), including income derived therefrom, that the Principal holds through either:

(a) a direct holding in Australian securities; or

(b) a holding of an interest in or securities of an entity that invests in Australian securities, that gives rise to a relevant interest in Australian securities. For the purposes of this definition "relevant interest" has the meaning given in section 608 of the *Corporations Act 2001 (Cth)* and "Australian securities" means those securities to which section 606 of the *Corporations Act 2001 (Cth)* applies.

2. The Principal further declares that all and every of the acts, deeds and things done by the Attorneys for the aforesaid purposes shall be good, valid and effectual as if the same had been signed, sealed and delivered, given, made or done by the Principal and the Principal undertakes at all times hereafter to ratify and confirm whatsoever the Attorneys shall lawfully do or cause to be done by virtue of this Power of Attorney and the Principal further declares that this Power of Attorney shall be irrevocable for the purposes aforesaid.

3. This Power of Attorney shall in all respects be governed by the laws of England and Wales.

IN WITNESS whereof the parties hereto have caused this Deed to be duly executed and delivered 22 October 2018.

EXECUTED and DELIVERED as a DEED

By PETER BURROWS

on behalf of UIL LIMITED

P. Burrows

in the presence of:

AK

Name: ALASTAIR MONROD

Title: FOR UIL LIMITED

COMPANY SECRETARY TO UIL LIMITED