

## MoneyMe Acquisition of SocietyOne

December 2021



## SocietyOne Acquisition Highlights

- **72% increase** in MoneyMe loan book size to \$934m<sup>1</sup> (Nov-21)
- **86% increase** in MoneyMe FY21 combined, pro forma revenue<sup>2</sup>
- \$146m in annualised<sup>3</sup> revenue (a 63% increase for MoneyMe) based on combined 1Q FY22 unaudited results (combined, pro forma)
- \$17m per annum in pre-tax cost synergies<sup>4</sup>
- Greater than \$15m per annum in pre-tax revenue synergies<sup>4</sup>
- Revenue per share accretive in FY23<sup>5</sup>
- Material uplift in cash profitability of the group in future years following the combination and synergies
- Increase average Equifax score from 656 to 685
- Significant operating leverage through consolidation onto MoneyMe's Horizon platform
- Large incremental revenue opportunity through marketing of MoneyMe products to SocietyOne's high quality and differentiated customer base, improved SocietyOne customer experience and unlocking new distribution strategies
- **Power of \$2bn+ of combined customer origination data** for credit underwriting, marketing and customer behaviour analysis

#### **Funding diversity and securitisation program acceleration**

- 3. 1Q FY22 revenue multiplied by 4
- 4. Full year effect expected to commence from FY24
- Based on broker consensus estimates for MoneyMe and SocietyOne management projections for SocietyOne FY23 revenue

### **Pro Forma Combined Metrics**<sup>2</sup>

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\$934m Nov-21 combined loan book size



1Q FY22 revenue, annualised (combined, pro forma)

\$17m Pre-tax cost syners

Pre-tax cost synergies per annum

>\$15m Pre-tax revenue synergies per annum

>\$2bn

Of combined customer loan origination data

~685 Average Equifax score (Sep-21)

<sup>1.</sup> Loan book includes both SocietyOne's on and off-balance sheet GLA of \$392n

<sup>2.</sup> Pro forma metrics treat loans originated by SocietyOne but funded off balance sheet under SocietyOne's discontinued peer to peer funding program as though they are funded on SocietyOne balance sheet. The peer to peer funding program has been discontinued and now all loans originated by SocietyOne are funded on balance sheet, with the transition expected to be largely complete by FY24. Refer to Appendix A for a reconciliation between the statutory and pro forma key financial metrics of SocietyOne

## Strategic vision for the combination



The merger combines SocietyOne's leading brand recognition as a pioneer in disruptive personal lending and unfolding ecosystem for financial wellness, with MoneyMe's leadership in product innovation and proprietary technology platform (Horizon).

The two businesses bring complementary distribution capabilities that span across direct digital, direct traditional, broker, agent and dealer. The combination is also expected to result in improved data and funding opportunities.

The combined business will be a powerful force in the market with leading customer experience with the objective of accelerating the pace of winning market share from incumbent lenders.

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## Transaction Overview: MoneyMe Acquisition of SocietyOne

A highly strategic and complementary combination

Transaction Overview	<ul> <li>MoneyMe to acquire SocietyOne in consideration for the issue of between 70m to 75m MoneyMe fully paid ordinary shares plus between \$0m to \$9.7m of cash under a Merger Implementation Agreement ("MIA")</li> <li>MoneyMe shareholders to own 69.5% -71.1% of MoneyMe with SocietyOne shareholders to own 28.9% - 30.5% of MoneyMe</li> <li>Shareholders representing 79% of the SocietyOne shares have signed the MIA with 78% electing to receive MoneyMe shares as consideration. A societyOne shareholders who have not signed up to the MIA can elect to either receive MoneyMe shares or alternatively cash consideration. A condition of the transaction is that holders of no more than 7.5% of SocietyOne shares elect cash. The cash consideration is set at a maximum of A\$9.7m assuming 7.5% of SocietyOne shareholders elect cash</li> <li>Based on MoneyMe's share price of \$1.76 at market close on 16 December 2021, the total value of the consideration is \$132m assuming 100% of SocietyOne shareholders elect for MoneyMe shares</li> </ul>
	<ol> <li>Significant operating leverage through increased scale: 72% increase in MoneyMe loan book size to \$934m (Nov-21); material operating leverage benefits as SocietyOne business is to be migrated to MoneyMe's Horizon platform; material operating cost efficiency</li> <li>Material cost synergy opportunity: \$17m p.a. (pre-tax) by removing duplication across functions, systems, premises, processes; incremental opportunity to lower funding costs through accelerated securitisation</li> </ol>
Strategic Rationale	<ul> <li>Penetrate SocietyOne customer base with MoneyMe product suite, with enhanced customer experience: Market MoneyMe's diverse product suite to SocietyOne's unique and high-quality customer and introducer base; SocietyOne customer experience "turbocharged" with Horizon platform – reduce time to fund from ~1-2 days to ~1-2 hours</li> </ul>
	4. Unlocking new distribution opportunities: Expand into broker channel, with optimised user experience on Horizon; accelerating Financial Wellness channel with more than 147k customer base (a low-cost channel); Banking-as-a-Service partnership opportunity with Westpac
	5. Leverage power of combined data: Over \$2b of combined customer origination data, enabling increased revenue and improved credit risk management through advancements in credit underwriting, artificial intelligence (AIDEN), marketing and customer behaviour analysis



## Transaction Overview: MoneyMe Acquisition of SocietyOne

Financial Impact	<ul> <li>Instant scale advantage: Increases MoneyMe gross receivables by 72% from \$542m as at November 2021 to \$934m with combined originations of \$917m for the 12 months to 30 November 2021</li> <li>\$17m per annum in pre-tax cost synergies expected to be achievable from FY24</li> <li>Greater than \$15m per annum in pre-tax revenue synergies expected to be achievable from FY24</li> <li>Transaction to be accretive on a revenue per share basis by FY23<sup>1</sup></li> </ul>
Other Transaction Matters	<ul> <li>MoneyMe shareholder vote: Ordinary resolution to approve the issuance of new MoneyMe shares to SocietyOne shareholders in accordance with ASX Listing Rule 7.1. No other MoneyMe shareholder approvals required for the transaction         <ul> <li>The MoneyMe Directors unanimously recommend that shareholders vote in favour of the resolution and intend to vote in favour of the resolution in respect of all MoneyMe shares they own or control, in the absence of a superior proposal</li> </ul> </li> <li>SocietyOne shareholder acceptance: 92.5% of SocietyOne shareholders required to accept MoneyMe scrip consideration noting that ~79% of shareholders have signed the MIA with ~78% electing to receive MoneyMe shares as consideration</li> <li>Acquisition of 100% of SocietyOne: Post transaction, MoneyMe owning 100% of SocietyOne shares, which is expected to be achieved through certain drag-along provisions in the SocietyOne shareholders agreement</li> <li>SocietyOne Funder Consent: Third party consents to change of control being obtained for certain agreed material contracts</li> <li>Voluntary Escrow: 60% of SocietyOne shareholders (including Seven West Media, News Corporation, Reinventure, Consolidated Press Holdings and Australian Capital Equity) have voluntarily agreed to escrow arrangements until the release of MoneyMe's 1H23 results in February 2023. The number of escrowed shares will comprise 18.3% to 18.7% of the MoneyMe share register post completion (depending on level of scrip consideration elections)</li> </ul>
Timetable	<ul> <li>Friday 17 December 2021: Sign Merger Implementation Agreement</li> <li>Wednesday 22 December 2021: Dispatch the Notice of Meeting advising MoneyMe shareholders how to attend Extraordinary General Meeting and vote</li> <li>Tuesday 1 February 2022: Extraordinary General Meeting held</li> <li>Tuesday 15 March: Scheduled Completion Date and issue of Consideration Shares</li> </ul>
Advisors	• MoneyMe was assisted on the transaction by Morgan Stanley as financial adviser and Gilbert + Tobin as legal advisor



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### SocietyOne is a pioneer and leading brand in disruptive consumer finance

A platform and brand that resonates strongly with customers	+69 NPS score 4.7 / 5.0 Productreview.com.au score		<b>1.9-2.7x<sup>1</sup></b> Higher brand recall vs peers
Built a large personal loan book through expanding channels	<b>\$392m²</b> Nov-21 GLA	5-year gross receivables CAGR Pro	50m forma FY21 revenue Broker
High quality and differentiated customer base	<b>~25k</b> Active loan customers at Nov-21	Credit score Av	721 ~45 g. Equifax Avg. customer score <sup>3</sup> age
Innovation unlocking new growth avenues	Credit S	core <sup>Ba</sup>	anking-as-a-Service
Backed by high quality investors	Examples of larger investors	Australia	

Brand recall analysis based on YouGov brand awareness study commissions by SocietyOne in March 2021
 Includes on and off-balance sheet GLAs. Excludes impact of capitalised fees
 Comprehensive Equifax score across all open accounts – calculated on weighted average basis
 Note: Data points as at September 2021 unless stated

Strong brand recognition driven by investment in direct marketing; emerging broker and credit score channels

## SocietyOne's brand recall is 1.9-2.7x stronger than peers...



## ...driving 100k unique visitors per month to SocietyOne website, underpinning direct channel acquisition model





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### High quality, prime customer base



#### Prime customer base with high Credit Scores<sup>1,2</sup> 30-40% of customer enquiries are homeowners<sup>3</sup>

#### Percent of enquiry volumes (%)



Source: Equifax



Marketing algorithms target homeowners, higherincome earners and customers experienced with credit



Average age of customer is **45**; 55% of personal loan customers are **aged 31 to 50** 



SocietyOne average enquiry scores, and percentage of personal loan enquiries from people with a mortgage, are higher than industry benchmarks

3. This metric measures the proportion of personal loan enquiries made where the individual had an open mortgage account at the time of enquiry

Financial wellness program drives customer engagement and lead generation through SocietyOne's Credit Score tool

## Credit Score tool engages customers through score monitoring and customer data insights



Customers get their credit score immediately and an update each time they return

Customers can track their score history each month, deep dive into what activity or behaviours make up their score, and get tips on how to maintain or improve their score

## Rapidly growing customer base unlocking low cost customer acquisition opportunities



Banking as a Service partnership with Westpac can unlock longer and deeper relationships with customers<sup>1</sup>

## **SocietyOne** + **M**estpac

## A highly strategic opportunity to provide enhanced customer services and drive future growth:

- Drive further customer engagement through provision of comprehensive financial products to customers
- Gain data insights into customers' income and spending patterns to deepen customer relationships
- Gateway to expand product offerings such as mortgages

The banking as a service platform would provide SocietyOne customers with a transaction account to conduct money management activities including paying bills, withdrawing cash and budgeting

#### **BaaS customer interface**



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### Highly diversified personal loan portfolio



#### Nationwide coverage





Fulfilling wide range of customer needs



### Transition to "on-balance sheet" drives an expansion in SocietyOne revenue and margin; moneyme transition to be materially complete by FY24

Inaugural \$182m public asset backed securitisation ("ABS") transaction closed Sep-21



# Strong historical growth trajectory and prudent credit risk management



Comparing originations in the six months to Sep 2020 to the six months to March 2020
 Rolling 12 months net charge offs as % of average loan balance

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A highly complementary combination of two of the leading digital consumer lenders in Australia



Pro forma gross receivables includes loans originated by SocietyOne but funded off balance sheet under SocietyOne's discontinued peer to peer funding program
 Comprehensive Equifax score across all open accounts – calculated on weighted average basis
 Note: Data as at September 2021 unless otherwise stated

### The combination delivers five significant merger benefits

1	Significant operating leverage through increased scale	<ul> <li>72% increase in MoneyMe loan book size to \$934m (Nov-21)</li> <li>Operating leverage benefits as SocietyOne business migrated to MoneyMe's Horizon platform</li> <li>Cost/originations<sup>1</sup> to reduce from 6% for MoneyMe and 12% for SocietyOne to 5% for the combined group including synergies</li> </ul>
2	Material cost synergy opportunity	<b>Significant cost synergies</b> identified by removing duplication across functions, systems, premises, processes <b>\$17m per annum</b> in pre-tax cost synergies (from FY24) Incremental opportunity for <b>lower funding costs</b> through accelerated securitisation program commencement
3	Large revenue synergy opportunity from SocietyOne customer base	Penetrate SocietyOne's unique and high-quality customer base with MoneyMe's more diverse product suite SocietyOne customer experience "turbocharged" with Horizon platform – reduce time to fund from ~1-2 days to ~1-2 hours Greater than \$15m per annum in pre-tax revenue synergies expected to be achievable (from FY24)
4	Unlocking new distribution opportunities	Expand broker channel, with optimised user experience on Horizon Accelerating Financial Wellness channel with ~147k Credit Score customer base (a low-cost channel) Banking-as-a-Service partnership opportunity with Westpac
5	Leverage power of combined data	Over \$2b of combined customer origination data Increased revenue and improved credit risk management through advancements in credit underwriting, artificial intelligence (AIDEN), marketing and customer behaviour analysis

Delivers operating cost efficiencies through platform consolidation and operating leverage

...delivering significant operating leverage benefits





#### 72% increase in loan portfolio size...

1. Core operating expenses defined as general and administrative expenses and sales and marketing expenses



#### ~\$17m p.a. of estimated pre-tax cost synergies expected to be achievable from FY24



## Indicative integration plan expected to be complete by end of FY23

- SocietyOne brand to be maintained
- SocietyOne loans to be transitioned onto MoneyMe's Horizon platform with the SocietyOne platform then decommissioned by end of FY23
- Expected integration cost of ~\$5m (pre tax)
- Plan remains subject to change



### Customer revenue synergies

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## Penetrate SocietyOne's differentiated customers with improved Customer Experience





Some SocietyOne customers are both loan customers and credit score customers
 Comprehensive Equifax score across all open accounts



## Unlocking distribution opportunities to access new customers and reduce acquisition costs



#### "Turbocharge" the SocietyOne broker network and user experience (like we did with Autopay)

**~1,700** *Brokers in current* 

SocietyOne network

14% of SocietyOne volumes through brokers in FY21

- Horizon platform to significantly improve speed to yes and reduce friction in processes
- MoneyMe's attractive product suite to become available to SocietyOne's broker network
- Expands MoneyMe's presence in the large broker market with **immediate scale and capability**

#### Drive engagement with the rapidly expanding SocietyOne Credit Score app channel



- High growth SocietyOne Credit Score channel to be available to MoneyMe customer base
- Now driving ~27% of SocietyOne origination volumes<sup>1</sup>
  - ✓ Acquisition costs significantly less than other SocietyOne channels

#### **Opportunity to build on the Westpac Banking-as-a-Service initiative**

### SocietyOne + Mestpac

#### For customers

- ✓ Pay bills
- ✓ Withdraw cash
- ✓ Budgeting tools
- For MoneyMe / SocietyOne
- ✓ Deeper customer engagement
- ✓ Customer income and spending data insights
- ✓ Gateway to further product expansion

Leverage established SocietyOne media partnerships

News Corp Australia



• Opportunity for MoneyMe to leverage these SocietyOne relationships to drive massmedia marketing campaigns 5 Data

Leverage power of combined data to generate higher revenue and enhance risk profile





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# Combines key strengths in MoneyMe and SocietyOne brands, products and distribution

#### Utilise strength of MoneyMe and SocietyOne brands



Combine two powerful distribution networks



All powered on the Horizon Platform

## The combination builds scale and unlocks operating leverage



SocietyOne

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Estimated pre-tax annual

revenue synergies from FY24

Nov-21 Gross Receivables (pre-synergies)



FY21A Pro-forma Cash NPAT<sup>1</sup>



1. Pro forma metrics treat loans originated by SocietyOne but funded off balance sheet under SocietyOne's discontinued peer to peer funding program as though they are funded on SocietyOne balance sheet. The peer to peer funding program has been discontinued and now all loans originated by SocietyOne are funded on balance sheet, with the transition expected to be complete by F 2. Statutory Cash NPAT was (4)m for the period

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## MoneyMe and SocietyOne key metrics

	Side by side comparison pre-synergies	moneyme	<b>SocretyOne</b> (Pro-forma <sup>1</sup> 100% on balance sheet basis)	Pro-forma combined
Loophook	Last 12 Months Nov-21 Originations <sup>2</sup>	639	278	917
Loan book	Nov-21 Gross receivables <sup>2</sup>	542	392	934
	1Q FY22 revenue <sup>2</sup>	23	14	37
P&L	1Q FY22 revenue annualised <sup>2</sup>	92	54	146
	FY21 revenue pro forma	58	50	108
	FY21 Cash NPAT	12	3	15
	Revenue yield (%)	25%	15% <sup>3</sup>	19%
FY21 Key metrics	Net charge off (%)	5%	3%4	4%
	Funding cost rate (%)	5%	4%	5%
	Core operating expenses <sup>5</sup> to originations (%)	6%	12%	5%

- SocietyOne FY21A gross receivables includes \$179m of off balance loans funded via discontinued peer to peer funding program
- Transition to 100% "on-balance sheet" funded model expected to be largely complete by FY24
- SocietyOne numbers presented on a pro forma basis – i.e. assuming 100% of loans are funded on balance sheet

1. SocietyOne pro-forma financials are on an unaudited basis

2. MoneyMe YTD FY22 financials are on an unaudited basis

3. Revenue yield reflects pro-forma revenue / average GLA

4. Based on FY21A charge-offs / average GLA

5. Core operating expenses includes general and administrative expenses and sales and marketing expenses. Pro-forma combined view shown on a post synergies basis

6. Note that SocietyOne has recently changed its reporting year end from December to June. As a result of this change, the six months to June 2021 has been subject to an audit with the previously audit to that being the 12 months to December 2020

## Post-transaction portfolio breakdown



Pro-forma Nov-21 GLA<sup>1</sup>



## Illustrative deal metrics and combined cash position

Potential for up to 7.5% of consideration to be paid in cash based on shareholder elections:	100% scrip consideration	<b>2</b> 92.5% scrip / 7.5% cash consideration
Acquisition price		
# shares issued to SocietyOne shareholders	75m	70m
Value of scrip consideration (based on MME 16 December close)	\$132m	\$122m
Value of cash consideration	_	\$10m
Total value of consideration (based on MME 16 December close)	\$132m	\$132m
SocietyOne % ownership of MoneyMe	30.5%	28.9%

#### Funding

- MoneyMe expects to raise additional funding during 2022 to support accelerating growth and fund transaction costs including any cash component of the acquisition (which under the MIA can be up to \$9.7m and will be determined in February 2022)
- A capital raising could be in the form of debt, equity or a combination of the two. MoneyMe has received a commitment from its existing funder, PEP, for additional funding of \$25m on materially the same terms as the existing facility terms. MoneyMe intends to offer shareholders the opportunity to participate in supporting the growth of MoneyMe combined with SocietyOne if it pursues equity funding

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### Board and shareholders

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Board

• Prior to Completion, SocietyOne may nominate a person to become a director of MoneyMe

#### Voluntary Escrow

- Key SocietyOne shareholders, including Seven West Media, News Corporation, Reinventure, Consolidated Press Holdings and Australian Capital Equity have voluntarily elected to have their shares to be placed under escrow on materially the same terms as the voluntary escrow deeds entered into previously by MME major shareholders
- Total shareholders who have elected to be voluntarily escrowed currently represent 60% of the ownership in SocietyOne
- The number of escrowed shares will comprise 18.3% to 18.7% of the MoneyMe share register post completion (depending on level of scrip consideration elections)
- Escrow arrangements extend until 3 business days after the release of MoneyMe's 1H FY23 results in February 2023

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## Appendix A: Combined Group Information

### Income Statement

#### \$146m based on annualising 1Q FY22 revenue

Pro forma P&L cash basis (Jun-21)	<b>moneyme</b> (Standalone)	<b>SocietyOne</b> (Pro forma Standalone <sup>1</sup> )	Pro-forma combined (pre synergies)	SocietyOne (Statutory)
Totalrevenue	58	50	108	26
Interest expense	(11)	(12)	(23)	(4)
Core operating expenses	(22)	(22)	(44)	(22)
Product & design expenses	(3)	(3)	(6)	(3)
Charge offs	(11)	(8)	(19)	(1)
Depreciation & amortisation expense	(2)	(1)	(3)	(1)
Profit / (loss) before tax	10	5	14	(4)
Income tax expense / benefit	2	(1)	1	-
Cash NPAT <sup>2</sup>	12	3	15	(4) <sup>3</sup>

1. SocietyOne's financials have been shown on a pro forma basis including interest income, impairments and interest expense on loans originated by SocietyOne but funded off balance sheet under SocietyOne's discontinued peer to peer funding program. For the purposes of the pro forma financials, the interest and revenue of the peer to peer to and as part of SocietyOne revenue and management fees earned by SocietyOne for managing the peer to peer to pash have been added as part of SocietyOne revenue and management fees earned by SocietyOne for managing the peer to peer to peer loans have been added as part of SocietyOne on balance sheets have been deducted. The intention is to illustratively show the income statement under a hypothetical scenario whereby all the SocietyOne loans had been funded by SocietyOne on balance sheets as if the transition from peer to peer funding program has been discontinued, with the existing peer to peer loans in run -off and now all new loans originated by SocietyOne are funded on balance sheet. The pro forma financial information was prepared in the manner described in the "important Notice and Disclaimers".

2. Defined as statutory net profit after tax (NPAT) adjusted to remove non-recurring expenses and an adjustment to use actual principal losses rather than the AASB 9 based impairment expenses

3. SocietyOne's FY21 NPAT on a statutory / accounting basis was (\$10m) which included \$3m of provision movements and \$2m of share based payments expense

4. Note that no acquisition accounting entries have been included in the above pro forma financial metrics. The pro forma financial metrics exclude the impact of transaction and integration costs

5. The above table is illustrative only and the pro forma financial metrics included have not been subject to a detailed review / comparison of the accounting policies of the respective companies. SocietyOne income statement and balance sheet line items have been reclassified into the line items used by MoneyMe on an illustrative basis

6. Note that SocietyOne has recently changed its reporting year end from December to June. As a result of this change, the financial statements for the six months to 30 June 2021 have been subject to an audit with the previous audit period covering the 12 months to 31 December 2020

7. The financial information has been sourced from the respective company records in the manner described in the "Important Notice and Disclaimers"

- SocietyOne's unaudited pro-forma income statement includes pro forma adjustments to the total revenue, interest expense and customer receivable impairment expense line items to treat the income and expenses relating to the off-balance sheet peer-to-peer loans as though they were funded on balance sheet. An illustrative 30% tax rate has been applied for SocietyOne, noting that this amount was nil in the statutory accounts
- The charge off line shown in the table is principal balance write offs net of recoveries

### **Balance Sheet**

Pro forma Balance Sheet (Jun-21)	<b>moneyme</b> (Standalone)	<b>SocietyOne</b> (Pro forma <sup>1</sup> Standalone)	Pro-forma combined	<b>SocietyOne</b> (statutory standalone)
Cash and equivalents	26	22	48	22
Net customer receivables	306	342	648	174**
Other assets	11	5	16	5
Goodwill and intangibles	3	-	3	-
Totalassets	346	369	715	201
Borrowings	300	323	623	161
Other liabilities	6	18	24	18
Totalliabilities	306	341	647	179

\*\* \$178m gross receivables net of \$4.6m of provisions

1. SocietyOne's net customer receivables have been shown on a pro forma basis including receivables (and the associated provisions) of loans originated by SocietyOne but funded off balance sheet under SocietyOne's discontinued peer to peer funding program. A corresponding pro forma borrowings amount has also been included assuming an advance rate consistent with the funding structure of the on balance sheet loans. The intention is to illustratively show the balance sheet under a hypothetical scenario whereby all of the SocietyOne loans had been funded by SocietyOne on balance sheet as if the transition from peer to peer funding program to all loans being funded on balance sheet had already been completed. The peer to peer funding program has been discontinued, with the existing peer to peer loans in run-off and now all new loans originated by SocietyOne are funded on balance sheet. The pro forma financial information was prepared in the manner described in the "important Notice and Disclaimers"

2. Note that no acquisition accounting entries have been included in the above pro forma financial metrics. The pro forma financial metrics exclude the impact of transaction and integration costs

3. The above table is illustrative only and the proforma financial metrics included have not been subject to a detailed review / comparison of the accounting policies of the respective companies. SocietyOne income statement and balance sheet line items have been reclassified into the line items used by MoneyMe on an illustrative basis

4. Note that SocietyOne has recently changed its reporting year end from December to June. As a result of this change, the financial statements for the six months to 30 June 2021 have been subject to an audit with the previous audit period covering the 12 months to 31 December 2020

5. The financial information has been sourced from the respective company records in the manner described in the "Important Notice and Disclaimers"

- The SocietyOne balance sheet includes pro forma adjustments to the net customer receivables and borrowing line items to treat the off-balance sheet peerto-peer loans as though they are funded on balance sheet. Other line items are presented on a statutory basis
- The portfolio of loans funded via the peer to peer funding program are in run-off and it is expected that by June 2024 largely all of the active loans will be on balance sheet

## SocietyOne Financials: Reconciliation of the pro forma adjustments to the Statutory Financial Information

		r	Pro forma adjustments		
FY21A\$m	Statutory (cash basis)	Recognition of P2P funded receivables on balance sheet	Recognition of P2P funded receivables revenue on income statement	Recognition of P2P funded receivables expenses on income statement	Pro-forma
Net receivables	174	1 +168	-	-	342
Borrowings	161	2 +162	-	-	323
Revenue	26	-	3 +24	-	50
Interest expense	(4)	-	-	4 (8)	(12)
Net write offs	(1)	-	-	5 (7)	(8)

1. SocietyOne's financials have been shown on a pro forma basis including interest income, fee income, impairments and interest expense on loans originated by SocietyOne but funded off balance sheet under SocietyOne's discontinued peer to peer loans have been deducted. The intention is to illustratively show the income statement under a scenario whereby all of the SocietyOne loans have been deducted. The intention is to illustratively show the income statement under a scenario whereby all of the SocietyOne loans have been deducted. The intention is to illustratively show the income statement under a scenario whereby all of the SocietyOne loans have been deducted. The already been completed. The peer to peer funding program to all loans being funded on balance sheet had already been completed. The peer to peer funding program to all loans being funded on balance sheet had already been to peer to peer funding program to all loans being funded on balance sheet had already been completed. The peer to peer funding program to all loans being funded on balance sheet had already been described in the "important Notice and Disclaimers".

2. Note that no acquisition accounting entries have been included in the above pro forma financial metrics

3. The above table is illustrative only and the pro forma financial metrics included have not been subject to a detailed review / comparison of the accounting policies of the respective companies

4. Note that SocietyOne has recently changed its reporting year end from December to June. As a result of this change, the financial statements for the six months to 30 June 2021 have been subject to an audit with the previous audit period covering the 12 months to 31 December 2020

 Add off balance sheet gross receivables net of provisions as at June 2021 (sourced from the SocietyOne P2P Lending Trust financials which are audited)

- 2 Assume an advance rate consistent with the funding structure of the on balance sheet loans
- 3 Add the interest and fee income earned on the peer-to-peer loans <u>and</u> deduct the management fees received by SocietyOne on the peer-to-peer loans
- 4 Apply cost of funds of 4.0% and 90% advance rate to average off balance sheet gross receivables of \$224m during FY21
- 5 Add FY21 write offs of off balance sheet loans

## Appendix B: Overview of Material Transaction Terms
## Overview of Material Transaction Terms (1)

Terms which are capitalised in this Appendix have the meaning given in the Glossary.

### Consideration Shares

Upon completion of the Acquisition, which the Company expects to occur on or around 15 March 2022 (the actual date of completion of the Acquisition, being Completion), the Company will provide consideration to SocietyOne Shareholders by way of either the issue of MoneyMe Shares (Consideration Shares) or the payment of Cash Consideration, as elected by the SocietyOne Shareholders. It is a condition to completion of the Acquisition that SocietyOne Shareholders holding no less than 92.5% of all SocietyOne Shares elect to receive MoneyMe Shares.

The final number of Consideration Shares to be issued will depend on the elections made by the SocietyOne Shares on issue) and no more than 75,236,259 MoneyMe Shares (assuming scrip elections are made in respect of all of the SocietyOne Shares on issue). As at the date of this Notice of Meeting, elections to receive Scrip Consideration have been received in respect of 78% of the total number of SocietyOne Shares on issue.

The issue of the maximum number of Consideration Shares will represent approximately 30.5% of the Company's total issued Shares immediately following Completion.

Based on the MoneyMe Share price as at 16 December 2021 and assuming all SocietyOne Shareholders were to elect to receive Mon eyMe Shares, the Acquisition implies an equity value of approximately A\$132m for SocietyOne.

### Conditions Precedent

Completion of the SocietyOne Acquisition is subject to certain conditions, including, among others:

- (MoneyMe Shareholder approval) MoneyMe Shareholders approve by ordinary resolution at an Extraordinary General Meeting the issuance of the Consideration Shares by the Company to SocietyOne Shareholders for the purposes of ASX Listing Rule 7.1 (Resolution);
- (No restraints) no legal or regulatory restraints prohibiting or impeding Completion;
- (No SocietyOne adverse events) No SocietyOne Material Adverse Change or SocietyOne Prescribed Occurrence occurring prior to Completion;
- (No MoneyMe adverse events) No MoneyMe Material Adverse Change or MoneyMe Prescribed Occurrence occurring prior to Completion;
- (MoneyMe Share price underperformance) On no day in the period between the day that is 10 Business Days after the date of the MIA and the Business Day before Completion are the following three requirements all satisfied for the previous 10 consecutive Business Days:
  - the MoneyMe VWAP on ASX over the 10 prior Business Days (subject to adjustments for a capital raising) (MoneyMe VWAP) has closed (on ASX) at a level that is at least 25% lower than the base MoneyMe VWAP (calculated as the VWAP of MoneyMe Shares over the 15 Business Days immediately prior to the date of the MIA); and
  - the MoneyMe VWAP movement is at least 25 percentage points lower than the average percentage movement of the VWAP of certain listed peers of MoneyMe (subject to adjustments for any corporate actions and any exclusions to the peer group) over the same reference period; and
- the MoneyMe VWAP movement is at least 25 percentage points lower than the movement in the S&P/ASX 300 Index over the same reference period;
- (Minimum MoneyMe scrip election) SocietyOne Shareholders holding at least 92.5% of all SocietyOne Shares electing to receive Consideration Shares;
- (Consents) receipt of certain counterparty consents, approvals, waivers or confirmations

Either party has the right to terminate the Merger Implementation Agreement if Completion has not occurred by 31 March 2022 due to failure of a condition precedent on which the relevant party may rely being satisfied (unless waived by that party).

### Voluntary escrow arrangements

Certain SocietyOne Shareholders who elect to receive Consideration Shares have elected to or will elect to enter into voluntary escrow arrangements with the Company under which they will be restricted from dealing with their Consideration Shares until the start of the third trading day after the date on which the Company releases MoneyMe's 1HFY23 financial results to the ASX. At the date of this Explanatory Memoran dum, SocietyOne Shareholders who will on Completion together hold up to a maximum of 60% of the Consideration Shares, have elected to be escrowed. There are limited circumstances in which the Consideration Shares may be released from escrow prior to the prescribed times set out above, which are materially consistent with the exceptions contained in the voluntarily escrow deeds entered into at the time of MoneyMe's IPO and ASX listing in 2019.

### Other terms and information

The following is a summary of some other key terms relating to the Acquisition:

- (Parties) The MIA has been entered into by MoneyMe, SocietyOne and SocietyOne Shareholders representing 79% of the SocietyOne Shares on issue.
- (Acquisition) Under the MIA, MoneyMe will acquire 100% of SocietyOne's Shares (including all securities convertible into SocietyOne Shares) for consideration that, depending on the elections made by the SocietyOne Shareholders, will result in outcomes including:

	92.5% of SocietyOne shares choose MoneyMe scrip	96.25% of SocietyOne shares choose MoneyMe scrip	100% of SocietyOne shares choose MoneyMe scrip
Total number of MoneyMe shares to be issued	69,593,540	72,414,899	75,236,259
Cash Consideration payable by SocietyOne	\$9.7m	\$4.9m	Nil

## **Overview of Material Transaction Terms (2)**

### Other terms and information (continued)

- (Conduct of business) SocietyOne and MoneyMe must each conduct their businesses in the ordinary course pending Completion.
- (Obligation to recommend the Resolution) in the absence of a Superior Proposal:
  - the MoneyMe Board must unanimously recommend that MoneyMe Shareholders vote in favour of the Resolution; and
  - subject to certain exceptions, no MoneyMe Director may change, withdraw, modify or qualify his or her recommendation or make a statement that is inconsistent with this recommendation.
- (Exclusivity) During the exclusivity period, MoneyMe must not, and must ensure its representatives do not, directly or indirectly:
- solicit, invite, encourage or initiate (the 'no shop');
- participate in or continue negotiations or discussions (the 'no talk'); or
- disclose or otherwise provide any non-public information (the 'no due diligence'),

with respect to a Competing Proposal, or which would reasonably be expected to encourage or lead to, a Competing Proposal. Ho wever, MoneyMe is not required to comply with its obligations under the 'no talk' and 'no due diligence' provisions in the MIA in relation to a bona fide Competing Proposal where the MoneyMe Board, acting in good faith, determines, after consultation with its financial adviser, that the Competing Proposal is, or could reasonably be considered to become, a Superior Proposal, and after receiving advice from its external legal adviser, that failing to take the action or refuse to take the action (as the case may be) with respect to the Competing Proposal would, or would be reasonably likely to, constitute a breach of the MoneyMe Director's fiduciary or statutory duties.

### (MoneyMe Break Fee)

MoneyMe must pay a break fee of 1% of the MoneyMe value at signing the MIA if both of the following occur:

- a MoneyMe Director withdraws or adversely modifies its recommendation that MoneyMe Shareholders vote in favour of the Resolution, other than as a result of:
  - a requirement or request by a court or regulatory authority that the MoneyMe Director abstain or withdraw from making the recommendation;
  - failure of a condition precedent in favour of MoneyMe, other than as a result of a breach by MoneyMe; or
  - MoneyMe being entitled to terminate the MIA; and
- the MoneyMe shareholders do not vote in favour of the Resolution.

MoneyMe must also pay a break fee of \$1.57m if SocietyOne terminates the MIA due to a MoneyMe material adverse change or prescribed occurrence.

- (SocietyOne Break Fee) SocietyOne must pay a break fee of \$1.57m to MoneyMe if:
  - any SocietyOne shareholder exercises its rights of pre-emption under the SocietyOne shareholders agreement; or
  - MoneyMe terminates the MIA for breach; or
  - MoneyMe terminates the MIA due to a failure of certain conditions precedent in favour of MoneyMe, including a SocietyOne Material Adverse Change or Prescribed Occurrence.
- (Termination) MoneyMe and the SocietyOne Sellers have rights to terminate the MIA as follows:
  - if there is a material breach of the MIA by the other party, they have given notice and details of the breach, and the relevant circumstances continue to exist for 10 business days from the date of notice;
  - in certain circumstances where there is an event or occurrence that would, or does, prevent a condition precedent being satis fied, which is not waived and, after consulting in good faith, the parties are unable to reach an agreement to implement the transaction by alternative means;
  - MoneyMe may terminate if the MoneyMe Board changes, withdraws or modifies its recommendation of the Resolution because MoneyMe receives a Competing Proposal and a MoneyMe Director determines that the Competing Proposal constitutes a Superior Proposal; and
  - the SocietyOne Sellers may terminate if the MoneyMe Board adversely change or withdraws its recommendation of the Resolution or recommends or supports a Competing Proposal.

### <u>Glossary</u>

Acquisition	The proposed acquisition by the Company of all of the shares on issue in the capital of SocietyOne.
ASX	ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules or Listing Rules	The official listing rules of ASX, as amended or waived from time to time.
Board	Board of Directors of the Company and, where applicable, includes a committee of the Directors.
Cash Consideration	A\$2.32 per SocietyOne Share, as adjusted for the amount of certain payments (if any) that are made by SocietyOne between 30 June 2021 and Completion including but not limited to payments made by SocietyOne to or for the benefit of a SocietyOne Seller or its affiliates (including any dividends).
Company, MoneyMe or MME	MoneyMe Limited ACN 163 691 236.

## Overview of Material Transaction Terms (3)

### Glossary (continued)

Competing Proposal	Any proposal, agreement, arrangement or transaction which, if entered into or completed, would result in a third party directly or indirectly:				
	a) acquiring a relevant interest in 50% or more of all MoneyMe Shares;				
	b) acquiring control of, or merging with, MoneyMe; or				
	c) acquiring all or substantially all of the assets or business of the MoneyMe Group,				
	whether by way of takeover bid, members' or creditors' scheme of arrangement, shareholder approved acquisition, capital reduction, buy back, sale or purchase of shares, other securities or assets, assignment of assets and liabilities, incorporated				
	or unincorporated joint venture, dual-listed company (or other synthetic merger), deed of company arrangement, any debt for equity arrangement or other transaction or arrangement.				
Completion	Completion of the Proposed Transaction in accordance with the terms and conditions in the Merger Implementation Agreement.				
Consideration Shares	Up to 75,236,259 new Shares to be issued to the SocietyOne Shareholders on Completion under the Acquisition.				
Corporations Act	Corporations Act 2001 (Cth).				
Directors	The directors of the Company.				
Extraordinary General Meeting	The extraordinary general meeting of Shareholders of the Company convened by this Notice of Meeting.				
Merger Implementation Agreement or MIA	The Merger Implementation Agreement dated 17 December 2021 between MoneyMe and SocietyOne Shareholders relating to Implementation of the Acquisition, as announced to the ASX on the same date.				
MoneyMe Material Adverse Change	Any event or circumstance which has resulted in or is reasonably likely to result in MoneyMe being unable to conduct a material part of its business in the ordinary course for a continuous period of at least two weeks or a temporary restraining order, injunction or other order being made by any court or regulatory authority preventing, prohibiting or otherwise materially adversely affecting MoneyMe's ability to provide credit products to customers, other than certain events or circumstances such as those fairly disclosed by MoneyMe in due diligence or to the ASX in the last three years, or arising from general economic or market conditions, acts of terrorism or war, or arising from COVID-19 or laws in relation there				
MoneyMe Prescribed Occurrence	The occurrence on or after the date of the MIA of any of the following in respect of a member of the MoneyMe group, other than events which are fairly disclosed by SocietyOne or agreed to in writing by the SocietyOne shareholders:				
	• certain changes to MoneyMe's equity capital including it converting any of its securities into a larger or smaller number and security splits or reclassifications;				
	• declaring or paying a dividend, undertaking a capital reduction, buy back or otherwise;				
	• issuing or agreeing to issue securities, or granting or agreeing to grant an option or performance right over its securities;				
	making any amendment to its constitution;				
	• disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;				
	• entering into financial accommodation other than in the ordinary course of business; and				
	• an insolvency event occurring or a member of the MoneyMe group granting, or agreeing to grant, an encumbrance in the whole, or a substantial part, of its business or property.				
Notice or Notice of Meeting	This Notice of Extraordinary General Meeting, including the Explanatory Statement and the Proxy Form.				
Scrip Consideration	Has the same meaning as Consideration Shares.				
Share	A fully paid ordinary share in the capital of the Company.				
Shareholder	A person who holds Shares in the Company.				
SocietyOne Material Adverse Change	Any event or circumstance which has resulted in or is reasonably likely to result in MoneyMe being unable to conduct a material part of its business in the ordinary course for a continuous period of at least two weeks or a temporary restraining order, injunction or other order being made by any court or regulatory authority preventing, prohibiting or otherwise materially adversely affecting SocietyOne's ability to provide credit products to customers, other than certain events or circumstances such as those fairly disclosed by SocietyOne in due diligence, or arising from general economic or market conditions, acts of terrorism or war, or arising from COVID-19 or laws in relation thereto.				
SocietyOne Prescribed Occurrence	The occurrence on or after the date of the MIA of any of the following in respect of a member of the SocietyOne group, other than events which are fairly disclosed by SocietyOne or agreed to in writing by MoneyMe:				
	• certain changes to SocietyOne's equity capital including it converting any of its securities into a larger or smaller number and security splits or reclassifications;				
	• declaring or paying a dividend, undertaking a capital reduction, buy back or otherwise;				
	• issuing or agreeing to issue securities, or granting or agreeing to grant an option or performance right over its securities;				
	making any amendment to its constitution;				
	<ul> <li>disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;</li> </ul>				
	<ul> <li>entering into financial accommodation other than in the ordinary course of business; or</li> </ul>				
	<ul> <li>an insolvency event occurring or a member of the SocietyOne group granting, or agreeing to grant, an encumbrance in the whole, or a substantial part, of its business or property.</li> </ul>				

## Overview of Material Transaction Terms (4)

### Glossary (continued)

SocietyOne Shares	Fully paid ordinary shares on issue in SocietyOne.
SocietyOne Shareholders	The registered holders of SocietyOne Shares.
SocietyOne Sellers	The SocietyOne shareholders who sign or otherwise accede to the Merger Implementation Agreement.
Superior Proposal	Any bona fide Competing Proposal which the MoneyMe Board, acting in good faith, determines would, if completed substantially in accordance with its terms, be reasonably likely to be more favourable to MoneyMe Shareholders as a whole than the Acquisition, taking into account all the terms and aspects of the Competing Proposal.
VWAP	Volume Weighted Average Price.

## Appendix C: Additional SocietyOne Information

## Company history

### moneyme



## **SocietyOne**

Lending led, digital finance platform, established to provide customers with a better deal





## SocietyOne customer offerings

	Consumer Lending	Credit Score	
Customers	Prime Quality Customers	Any person eligible for a score	
Product positioning	Rewarding good credit with great low rates	Unlock your score	
Customer value proposition	<ul> <li>Competitive rates</li> <li>No monthly or early repayment fees</li> <li>Simple, fast and easy customer experience</li> <li>Fast approvals and funding</li> <li>Quote won't affect credit score</li> </ul>	<ul> <li>Free score</li> <li>Helpful tips and insights</li> <li>Track score and progress</li> <li>Check as many times as you like</li> </ul>	

	Unsecured personal loans	Secured personal loans		
Principal	\$5,000 - \$50,000	\$5,000 - \$70,000		
Terms	2, 3, 5 years	2, 3, 5, 7 years		
Rates	SocietyOne adopts a tailored pricing approach for personal loan applicants, with interest rates ranging from 6.45% to 20.49% per annum	Comparison rates from 5.45% through to 21.49% per annum		
Fees	<ul> <li>No ongoing monthly fees</li> <li>No early repayment fees</li> <li>No early repayment fees</li> <li>No early repayment fees</li> </ul>			
Repayments	Customer can choose fortnightly or monthly repayments Customer can choose fortnightly or monthly repayments			
Average loan amount	~\$20,000 ~\$35,000			
Security	Unsecured	Minimum \$5,000		

## SocietyOne distribution model

### Distribution channel breakdown

Distribution channel	Туре	Description
	Brand	Leveraging media partners to enhance integrated marketing campaigns, via paid brand, direct and organic channels
Direct	Performance	Paid generic and other direct conversion digital channels
(79% of 1Q22 Originations)	CRM	Existing customer engagement activity
	Partners	Affiliate and partner customer marketing
<b>Broker</b> (21% of 1Q22 Originations)	Broker third party	Network of 1,700 + accredited brokers

## SocietyOne credit performance and COVID hardship program

### Credit performance of the loan portfolio



### Loans subject to SocietyOne's COVID hardship program

- SocietyOne adopted a conservative approach to the potential credit risks arising from COVID-19 during the initial outbreak in Australia. Lending criteria was tightened in March 2020, including raising the minimum acceptable credit bureau and SocietyOne credit scores required for loan approval and tightening the assessment criteria for high risk employment characteristics such as casuals and industries such as travel
- COVID-19 hardship assistance peaked at just over 800 customers, or approximately 4% of total customers, in late May 2020. The number of customers receiving hardship declined to approximately 140 customers in September 2020 and 34 customers by 31 March 2021
- As at September 2021, SocietyOne stopped accepting new customers into its COVID hardship program with any customer impacted by COVID related hardship treated under SocietyOne's general hardship program

## Appendix D: Additional MoneyMe Information

## MoneyMe's products

	MONEYME PERSONAL LOANS	Freestyle virtual Mastercard®	Shop now & pay later			
Offer range	\$2,100 - \$50,000	Credit limit up to \$20,000	Credit limit up to \$50,000	Service amount up to \$35,000	Service amount up to \$15,000	Up to \$100,000
Offer term	3 – 60 months	Repayments spread over 24 – 60 months	Based on minimum monthly repayments (see below)	60 days	24 months	36 – 84 months
Interest-free period	N/A	Up to 55 days interest-free on online and in-store purchases using Freestyle virtual Mastercard	6 – 48 months (set by merchant) 60 months for solar businesses	N/A	N/A	N/A
Interest rate	6.25% – 19.95% Risk-based pricing	16.99% - 25.99%	19.50% (after interest-free period)	N/A	16.99%	4.75% – 14.75% Risk-based pricing
Establishment fee	\$295 - \$495	N/A	N/A	N/A	N/A	\$350
Annual fee	N/A	\$0 (Credit limit up to \$3k) \$49 (CL \$3,001 - \$5,000) \$149 (CL over \$5,000)	N/A	N/A	N/A	N/A
Monthly fee	\$10	\$5 (\$0 if balance under \$20)	\$5	N/A	N/A	\$10
Other fees & charges	Dishonour fee \$15 Overdue account fee \$15 No early exit fee	Dishonour fee \$15 Overdue account fee \$15 No early exit fee	Admin fee \$49 - \$299 (applies to each purchase) No early exit fee	Service fee 4.4% (incl. GST) (applies to each additional request) 1.3% monthly fee (after 60 days) No early exit fee	\$15 late fee	Dealer or Broker specific fees may apply Dishonour fee \$15 Overdue account fee \$15 No early exit fee
Other key features	N/A	Credit back at 1,700 stores through MoneyMe Perks powered by Cashrewards <sup>™</sup> , Freestyle's exclusive rewards program	Monthly repayments between 1.667% and 2.5% of purchase amount and admin fee	Payment request initiated by real estate agent and vendor authorises via SMS Ability to request more funds up to the \$35,000 limit	N/A	Balloon payment up to 50% Maximum LVR 130%

## About us

# moneyme

MoneyMe is a leading player in the digital credit business with technology (Horizon Technology Platform) and AI to deliver highly automated innovative products and customer experiences.

We originate through a diversified mix of credit products and distribution channels to create significant scale and long-term customer advantages. Our personal loans, revolving credit accounts and at point-of-sale retail products are for credit approved customers who are seeking simplicity, fair pricing, and flexibility.

Our technology platform enables applications to be completed and checked within minutes and funds to be disbursed, or credit limits to be available, to the customer shortly after approval.

MoneyMe is an ASX-listed, licensed and regulated credit provider operating in Australia.





## Disclaimer and Important Notice (1)

The information contained in this presentation has been prepared by MoneyMe Limited (MoneyMe or Company) in connection with MoneyMe's acquisition of all of the ordinary shares on issue in SocietyOne.

### Summary information and source of SocietyOne information

This Presentation contains summary information about MoneyMe and its activities which is current only at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete nor does it contain all of the information that an investor may require when making an investment decision in MoneyMe. It should be read in conjunction with the Company's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange. The information in this presentation may not be complete and may be changed, modified or amended at any time by the Company, and is not intended to, and does not, constitute representations and warranties of the Company.

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MoneyMe undertook a due diligence process in respect of the Acquisition, which relied in part on the review of financial and other information provided by SocietyOne. Despite making reasonable efforts, MoneyMe has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it. If any such information provided to, and relied upon by, MoneyMe in its due diligence and in its preparation of this presentation proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and performance of the SocietyOne group may be materially different to the expectations reflected in this presentation.

Investors should also note that there is no assurance that the due diligence conducted was conclusive, and that all material issues and risks in respect of the Acquisition have been identified and avoided or managed appropriately (for example, because t was not always possible to negotiate indemnities or representations and warranties from SocietyOne to cover all potential risks). Therefore, there is a risk that issues and risks may arise which will also have a material impact on the MoneyMe Group (for example, MoneyMe may later discover liabilities or defects which were not identified through due diligence or for which there is no contractual protection for MoneyMe). This could adversely affect the operations, financial performance or position of MoneyMe.

### Financial data

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

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This presentation contains certain "forward looking statements", including but not limited to projections, guidance on future potential synergies and estimates of revenue accretion, the timing and outcome of the SocietyOne acquisition and the future performance of MoneyMe and SocietyOne post acquisition (Combined Group). Forward looking statements can generally be identified by the use of forward looking words such as 'expect', 'anticipate', 'likely', 'intend', 'should', 'could', 'may', 'predict', 'plan', 'propose', 'will', 'believe', 'forecast', 'estimate', 'target', 'outlook', 'guidance', 'potential' and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, statements relating to the impact of the acquisition, the future performance and financial position of MoneyMe and estimated net synergies after combination with SocietyOne. Indications of, and guidance on, future earnings and financial position and performance are also forward looking statements.

The forward looking statements contained in this presentation are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of MoneyMe, its Directors and management, and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. You are strongly cautioned not to place undue reliance on forward looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19. Any such statements, opinions and estimates in this presentation speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about the market and industry trends, projections, guidance and estimates. Forward looking statements are provided as a general guide only.

## **Disclaimer and Important Notice (2)**

### Forward-looking statements and risks (continued)

Forward looking statements may assume the success of MoneyMe's business strategies including, without limitation, integration of SocietyOne. 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 ongoing impacts of COVID-19, the Australian and global economic environment and market conditions.

Further, other risks and uncertainties nor presently known to management currently believe not to be material may also affect MoneyMe's business. There can be no assurance that actual outcomes will not differ materially from these forw ard looking statements.

Such risks and uncertainties include, but are not limited to: the acquisition and retention of customers, commercialisation, technology, third party service provider reliance, competition and development timeframes and product distribution.

Usability of MoneyMe's products depend upon various factors outside the control of the Company including, but not limited to: device operating systems, mobile device design and operation and platform provider standards, reliance on access to internet, a cquisition and retention of customers, reliance on key personnel, maintenance of key business partner relationships, reliance on new products, management of growth, brand establishment and maintenance. A number of the Company's products and possible future products contain or will contain op en source software, and the company may license some of its software through open source projects, which may pose particular risks to its proprietary software and products in a manner that could have a negative effect on its business. The Company's intellectual property rights are valuable, and any inability to protect them could reduce the value of its products and brand.

#### The Company's products may contain programming errors, which could harm its brand

and operating results. The Company will rely on third party providers and internet search engines (amongst other facilities) to direct customers to MoneyMe's products. Other risks may be present such as competition, changes in technology, security breaches, insurance, additional requirements for capital, potential acquisitions, platform disruption, ability to raise sufficient funds to meet the needs of the Company in the future, reliance on key personnel, as well as political and operational risks, and governmental regulation and judicial outcomes.

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Investors should note that past performance, including past share price performance of MoneyMe and pro forma historical information in this presentation, is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future MoneyMe performance including future share price performance. The pro forma historical information is not represented as being indica tive of MoneyMe's views on its future financial condition and/or performance.

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