

MoneyMe Limited ASX: MME

ASX Announcement

26 October 2020

2020 Annual General Meeting Documents

MoneyMe Limited (ASX: MME) (“MoneyMe” or “Group”) attaches the following documents:

- Notice of Meeting and Explanatory Memorandum for the Annual General Meeting of MoneyMe to be held virtually on Tuesday, 24 November 2020 commencing at 10.00am;
- Sample proxy form; and
- Online meeting guide.

The Notice of Meeting and Explanatory Memorandum and online meeting guide can be accessed at <https://investors.moneyme.com.au/agm>.

Authorised on behalf of the MoneyMe Board and Disclosure Committee by Clayton Howes, CEO & Managing Director.

ENDS

For further information please contact:

Managing Director and CEO

Clayton Howes
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Company Secretary

Graeme Blackett
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Investor Relations

investors@moneyme.com.au

About MoneyMe

MoneyMe is a digital credit business leveraging technology (the Horizon Technology Platform) and analytics to deliver highly automated innovative products and customer experiences.

We originate personal loans, revolving credit and interest-free products, for credit approved customers who are seeking simplicity, convenience and flexibility. Our technology platform enables applications to be completed within approximately five minutes and funds to be disbursed, or credit limits to be available, to the customer shortly after approval.

22 October 2020

Dear Shareholder,

On behalf of the Board of Directors of MoneyMe Limited (**MoneyMe**), I am pleased to invite you to MoneyMe's first Annual General Meeting (**2020 AGM**) as an ASX listed company.

MoneyMe's 2020 AGM will be held on **Tuesday, 24 November 2020** commencing at **10.00am** (Sydney time).

MoneyMe is focussed on ensuring the health and safety of our shareholders and our people. Due to the COVID-19 pandemic, and like many other companies, our 2020 AGM will be held online (virtually) rather than at a physical location.

Our virtual 2020 AGM will provide you with similar opportunities online as you would have attending a meeting in person. You will be able to view presentations from me and Mr Clayton Howes, the Chief Executive Officer, as well as vote in real-time, ask questions and comment live during the meeting.

Further details on how to participate, including how to vote, ask questions and comment at the 2020 AGM online are set out in the attached Notice of Meeting, Proxy Form and in our share registry's Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site. The Online Platform Guide will be released to the ASX and is also available on our website at <https://investors.moneyme.com.au/agm>.

Voting at the 2020 AGM will be conducted by a poll on each resolution.

I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and also strongly recommend you lodge a directed proxy in advance of the meeting by following the instructions in the Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the MoneyMe Directors unanimously recommend that shareholders vote in favour of all resolutions to be proposed at the 2020 AGM.

Thank you for your continued support of MoneyMe and I look forward to your online attendance.

Yours sincerely,



Peter Coad
Chair

**MoneyMe Limited
ACN 636 747 414**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2020 Annual General Meeting (**2020 AGM** or the **Meeting**) of the shareholders of MoneyMe Limited ACN 636 747 414 (**MoneyMe** or the **Company** or **Group**) will be held:

Date: **Tuesday, 24 November 2020**
Time: **10.00am** (Sydney time)
Venue: Online at: <https://agmlive.link/MME20>

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the 2020 AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2020.

All shareholders can view the Annual Report which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the year ended 30 June 2020 on the Company's website at www.moneyme.com.au.

QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

ITEMS FOR APPROVAL

Resolution 1. Re-election of Mr Jonathan Lechte

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

"That Mr Jonathan Lechte, who retires in accordance with Rule 6.1(f)(i) of the Company's Constitution and being eligible, is re-elected as a Director of the Company."

Resolution 2. Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

"That the Company's Remuneration Report for the financial year ended 30 June 2020, as set out in the Directors' Report, is adopted."

The Remuneration Report is contained in the Company's 2020 Annual Report (available at www.moneyme.com.au).

Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) (the **Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2020 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 2 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Act.

Resolution 3. Appointment of Auditor

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

“That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of MoneyMe Limited.”

Resolution 4. Issue of Performance Rights under the MoneyMe Employee Equity Incentive Plan – Clayton Howes

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 210,000 Performance Rights to Mr Clayton Howes under the MoneyMe Employee Equity Incentive Plan on the terms set out in the MoneyMe Employee Equity Plan and as described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Resolution 5. Issue of Performance Rights under the MoneyMe Employee Equity Incentive Plan – Peter Coad

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 100,000 Performance Rights to Mr Peter Coad under the MoneyMe Employee Equity Incentive Plan on the terms set out in the MoneyMe Employee Equity Plan and as described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Resolution 6. Issue of Performance Rights under the MoneyMe Employee Equity Incentive Plan – Jonathan Lechte

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 100,000 Performance Rights to Mr Jonathan Lechte under the MoneyMe Employee Equity Incentive Plan on the terms set out in the MoneyMe Employee Equity Plan and as described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions 4, 5 and 6 by or on behalf of:

- a. Clayton Howes, Peter Coad and Jonathan Lechte; or
- b. an associate of that person or those persons.

Additionally, in accordance with ASX Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolutions 4, 5 and 6 by or on behalf of a person is referred to in rule 10.14.1, 10.14.2, or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

However, this does not apply to a vote cast in favour of Resolutions 4, 5 and 6 by:

- a. a person as proxy or attorney for a person who is entitled to vote on Resolutions 4, 5 and 6, in accordance with the directions given to the proxy or attorney to vote on Resolutions 4, 5 and 6 in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolutions 4, 5 and 6 as the Chair of the Meeting decides; or
- c. a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolutions 4, 5 and 6; and
 - ii. the holder votes on Resolutions 4, 5 and 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with section 250BD(1) of the Act, a vote on Resolutions 4, 5 and 6 by or on behalf of a member of the KMP or Closely Related Party of a member of the KMP as a proxy unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

By Order of the Board



Graeme Blackett
Company Secretary
22 October 2020

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of MoneyMe as at 7:00pm (Sydney time) on **Sunday, 22 November 2020** will be entitled to attend and vote at the 2020 AGM as a shareholder.

If more than one joint holder of shares is present at the 2020 AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a Shareholder entitled to attend and vote, you may appoint a proxy to attend and act on your behalf at the 2020 AGM. A proxy need not be a shareholder of the Company and can be an individual or a body corporate.

If a Shareholder is entitled to cast two or more votes at the 2020 AGM, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Rule 5.11(f)(i) of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Act to exercise its powers as proxy at the 2020 AGM

To be effective, the proxy must be received at the Share Registry of the Company no later than 10.00am (Sydney time) on **Sunday, 22 November 2020**. Proxies must be received before that time by one of the following methods:

ONLINE (preferred method)

www.linkmarketservices.com.au

BY MAIL

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

BY FAX

+61 2 9287 0309

BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138
Australia

ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

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

Undirected proxies

If the Chair of the meeting is appointed or taken to be appointed as a proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the resolution to be considered at

the meeting, then by submitting your Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution. The Chair intends to exercise all available votes in favour of all resolutions.

Power of Attorney

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the 2020 AGM. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by MoneyMe no later than 10.00am (Sydney time) on **Sunday, 22 November 2020**, being 48 hours before the 2020 AGM.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the 2020 AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should provide to the Company's share registry a properly executed letter or other document confirming its authority to act as the company's representative prior to the 2020 AGM. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 2, 4, 5 and 6 then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question', or alternatively submit the enclosed AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Sydney time) on **Tuesday, 17 November 2020**. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared in relation to the business to be conducted at MoneyMe's 2020 AGM to be held at 10.00am on **Tuesday, 24 November 2020**.

The purpose of this Explanatory Memorandum is to provide shareholders of MoneyMe (**Shareholders**) with information that is reasonably required by Shareholders to decide how to vote upon the resolutions being put forward at the 2020 AGM.

As set out earlier, the Chair of the 2020 AGM intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 3, 4, 5 and 6 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution.

Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1. Re-election of Mr Jonathan Lechte

Mr Lechte retires in accordance with Rule 6.1(f)(i) of the Constitution and seeks re-election in accordance with Rule 6.1(m)(i).

Prior to Mr Lechte's appointment, the Company completed several background and screening checks including in relation to Mr Lechte's character's experience and qualifications, criminal history, bankruptcy with no adverse findings.

The Board also considered whether Mr Lechte had any interest, position or relationship that may interfere with each of his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition). The Board considers that Mr Lechte (if re-elected), will continue to be an independent Director.

Mr Lechte joined MoneyMe as a Non-Executive Director on 11 October 2019 and is the Chair of the Audit and Risk Management Committee. Prior to his appointment as a Director, Mr Lechte had been a member of the MoneyMe's Advisory Board from 2015.

Mr Lechte has more than 20 years' experience in banking and corporate finance. Mr Lechte served in senior executive roles in investment banking, fixed income markets and risk management, including as Head of Fixed Income and Managing Director at UBS Australia, Japan, and Asia from 1993 to 2007. He then served as Non-Executive Director of FIIG Securities Australia from 2008 to 2015, responsible for investment strategy and risk governance. Most recently he has joined Cashwerkz (ASX: CWZ) as Chief Executive Officer.

Mr Lechte holds a Graduate Diploma in Banking and Finance from Monash University. He is also a graduate of the Australian Institute of Company Directors.

Mr Lechte's extensive experience has been of great benefit to the Company, particularly his banking, corporate finance and risk management experience.

Prior to submitting himself for re-election, Mr Lechte has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports Mr Lechte's re-election as a Non-Executive Director as Mr Lechte provides a valuable contribution to the Board and Company, specifically in relation to banking, corporate finance and risk management experience, and therefore is recommended to shareholders for re-election.

For the reasons set out above, the Directors, with Mr Lechte abstaining, unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2. Remuneration Report

Section 250R(2) of the Act requires that the section of MoneyMe's Directors' Report dealing with the remuneration of the KMP (the Remuneration Report) be put to the vote of shareholders for adoption by way of a non-binding vote.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of MoneyMe including any executive or non-executive director.

Broadly, the Remuneration Report:

- discusses MoneyMe's policy in relation to remuneration of the KMP;
- discusses the relationship between the Board's remuneration policy and Company performance;
- details any performance conditions attached to KMP remuneration; and
- sets out remuneration details for each KMP.

Shareholders can view the full Remuneration Report on MoneyMe's website at www.moneyme.com.au.

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration in setting remuneration policy for future years.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 2.

Resolution 3. Appointment of Auditor

Deloitte Touche Tohmatsu (**Deloitte**) has held the office of auditor of MoneyMe Limited since January 2020. Deloitte were the Group's auditor for the 2016, 2017, 2018, 2019 and 2020 financial years.

Section 327A(2) of the Act sets out that Deloitte will hold office until the Company's first annual general meeting. Thereafter, section 327B(1) requires MoneyMe to appoint an auditor at its 2020 AGM, its first AGM since the appointment of Deloitte. Deloitte has given, and has not withdrawn, its consent to act as external auditor of MoneyMe.

In accordance with section 328B(1) of the Act, notice in writing nominating Deloitte as auditor has been given to the Company by a shareholder. A copy of this notice is Attachment A to this Notice.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3

Resolution 4. Issue of Performance Rights under the MoneyMe Employee Equity Incentive Plan – Mr Clayton Howes

This Resolution 4 deals with the proposed grant of Performance Rights under the Company's Employee Equity Incentive Plan (**Plan**) to Mr Clayton Howes, Chief Executive Officer and Executive Director of the Company.

The Plan is intended to align the interest of Mr Howes with the interests of Shareholders and is governed by the rules of the MoneyMe Plan.

Awards under the Plan are structured as a Performance Right to receive shares in the Company at a future date subject to satisfaction of the applicable vesting conditions (**Performance Right**).

The Company has agreed, subject to obtaining shareholder approval to grant a total of 210,000 Performance Rights to Mr Howes.

The ASX Listing Rules (**Listing Rules**) and the Act set out a number of regulatory requirements which must be satisfied. These are summarised below.

ASX Listing Rule 10.14 requires shareholder approval by ordinary resolution before any of the following persons can be issued securities under a listed entity's employee incentive scheme:

- a director;
- an associate of a director; or
- a person whose relationship with the listed entity, or the entity's directors or their associates is such that in the ASX's opinion, the acquisition of securities should be approved by shareholders.

As Mr Howes is a Director of MoneyMe, Resolution 4 seeks shareholder approval for the issue of 210,000 Performance Rights to Mr Howes. Specific details of the proposed issue are set out below.

Approval of this resolution by Shareholders will result in the grant of Performance Rights to Mr Howes on the terms and conditions as set out in this Notice.

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by MoneyMe without approval of shareholders in any rolling twelve month period. However, MoneyMe is permitted to issue shares (or other securities) in excess of the 15% limit if those shares or securities are issued in reliance on an exception to ASX Listing Rule 7.1 or the issue is approved by shareholders. Approval of Resolution 4 will provide approval for this purpose such that the issue of Performance Rights will fall within exception 14 in Listing Rule 7.2. Therefore, the issue of securities to Mr Howes will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of shares in the Company on the exercise of the Performance Rights will also be excluded from Listing Rule 7.1.

If this resolution is not approved, the Company will not be able to issue Performance Rights to Mr Howes. This may impact the Company's ability to incentivise Mr Howes and align his remuneration arrangements in the best long-term interests of shareholders. Instead, the Board will need to consider alternative remuneration arrangements, which may be contrary to the Company's remuneration philosophy and framework, including higher cash components of the remuneration for Mr Howes.

Purpose of the Plan

The Company has established the Plan to assist in the reward, retention and motivation of senior executives.

The Plan is designed to align the interests of senior executives with Shareholders by providing an opportunity for the participants to receive an equity interest in the Company.

Other members of senior management, selected by the Board, will be granted Performance Rights under the Plan on similar terms to Mr Howes.

Calculation of the Proposed Number of Performance Rights

The number of Performance Rights to be granted has been calculated in reference to a share price of \$1.50 that reflects reference to the Group's share price in September and October 2020. The value of the award is \$315,000, which is 63.9% of Mr Howes' base salary.

It is proposed that Mr Howes be granted 210,000 Performance Rights for nil financial consideration.

Vesting period

The Performance Period will commence on 1 July 2020 and conclude on 30 June 2021, noting that following the performance period, there is an additional 1 and 2 year exercise restriction, as follows:

- 50% of the vested Performance Rights can be exercised on the day following the release of the results for MoneyMe for the period ended 30 June 2022; and

- 50% of the vested Performance Rights can be exercised on the day following the release of the results for MoneyMe for the period ended 30 June 2023.

Performance conditions

The grant of Performance Rights is subject to three performance conditions over the Performance Period. These performance conditions have been linked to the achievement of key financial and strategic goals, to enable MoneyMe to achieve its strategic objectives. The performance conditions are as follows:

Revenue target

The Group must achieve its FY21 revenue target.

NPAT target

The Group must achieve its FY21 net profit after tax target.

Gross Asset Target

The Group must achieve its FY21 gross asset target.

Calculation of the achievement against the above targets will be determined by the Board of the Company in its absolute discretion at the conclusion of the Performance Period, having regard to any matters that it considers relevant.

Additional Terms of the Performance Rights

- Performance Rights do not carry any dividend or voting rights prior to vesting.
- The Company's obligation to allocate shares on vesting of the Performance Rights may be satisfied by issuing new shares, procuring the transfer to, or procuring the setting aside for the participant the number of shares in respect of which Performance Rights have vested.
- The Plan contains provisions which give the Board the ability, in certain circumstances, to impose clawback, including the lapse of unvested Performance Rights and forfeit of shares allocated upon vesting of Performance Rights (e.g. in the event of fraud, defalcation or gross misconduct).
- The Performance Rights will vest after a 12 month performance period but will be subject to a 1 and 2 year exercise restriction:
 - 50% of the vested Performance Rights can be exercised on the day following the release of the results for MoneyMe for the period ended 30 June 2022; and
 - 50% of the vested Performance Rights can be exercised on the day following the release of the results for MoneyMe for the period ended 30 June 2023.
- Performance will be tested at the end of the performance period to determine the extent to which MoneyMe has satisfied the performance conditions.
- In the event, in the Board's opinion, there is the likely result of a change in the control (as defined in the Plan rules) of the Company, the Board has discretion to determine that all or a specified number of the Performance Rights vest.
- In the event there is any corporate action by, or capital reconstruction in relation to the Company (including but not limited to return of capital), adjustments may be made to the number of Performance Rights and/or the number of shares to which Mr Howes is entitled upon vesting in accordance with the ASX Listing Rules or in a manner that the Board considers appropriate.
- In the event of cessation of employment, Performance Rights will be treated as follows:
 - If Mr Howes ceases employment other than as a good leaver (ie resignation other than due to special circumstances, dismissal for cause or poor performance or any other circumstances determined by the Board), all of the unvested Performance Rights will immediately lapse and vested Performance Rights that have not been exercised will lapse on the date of cessation of employment unless the Board determines otherwise; and
 - If Mr Howes ceases employment due to death, total and permanent disability or redundancy or any other circumstances in which the Board determines Mr Howes to

be a good leaver, the unvested Performance Rights will lapse and the vested Performance Rights that have not been exercised will continue in force until the exercise date.

- The Board has the discretion to lapse any or all unvested Performance Rights it deems appropriate in the circumstances.
- Under the Plan rules, any dealing in respect of a Performance Right is prohibited, unless the Board determines otherwise or the dealing is required by law.

Technical information for the purposes of the ASX Listing Rules

ASX Listing Rule 10.15 contains requirements as to the contents of a Notice of Meeting sent to Shareholders for the purposes of ASX Listing Rule 10.14 and the following information is included in this Explanatory Statement for that purpose:

- Clayton Howes is the Chief Executive Officer of MoneyMe and Executive Director of MoneyMe and as a director, falls within the category of ASX Listing Rule 10.14.1.
- It is proposed that 210,000 Performance Rights be granted to Mr Howes. The Performance Rights may convert to fully paid ordinary shares in MoneyMe on a one-for-one basis subject to the achievement of the vesting conditions.
- Mr Howes total remuneration package for FY2020 comprised:
 - annual remuneration of \$493,000;
 - a short term incentive of \$450,000; and
 - a long term incentive to the value of \$315,000

Further information regarding the remuneration of Mr Howes is set out in the Company's Remuneration Report which forms part of the 2020 Annual Report.

- 252,000 Performance Rights have previously been issued Mr Howes under the Plan.
- The Performance Rights are not quoted on ASX and carry no voting or dividend rights. Any shares allocated on vesting of the Performance Rights will rank equally with fully paid ordinary shares on issue at the time.
- The Performance Rights are being issued to incentivise Mr Howes deliver the Company's growth strategy and drive financial performance in the interests of shareholders. The Board is satisfied that Mr Howes' remuneration arrangements are competitive relative to ASX market and industry peers.
- The value that the Company attributes to the Performance Rights being issued is \$315,000 and is calculated by reference to 63.9% of Mr Howes' base salary.
- The Company uses Performance Rights to incentivise Mr Howes to deliver the Company's growth strategy and financial performance in the interests of Shareholders and because:
 - they are unquoted, therefore their grant has no immediate dilutionary impact on Shareholders;
 - their issue will align the interests of Mr Howes with those of Shareholders;
 - their issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Howes as part of his long term incentive; and
 - it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting Performance Rights on the terms proposed.

- It is currently expected that the Performance Rights will be issued to Mr Howes on or around 24 November 2020 subject to shareholder approval and in any event not later than three years after the date of the Meeting (i.e. 24 November 2023).
- The Performance Rights will be issued to Mr Howes for nil cash consideration and no cash consideration will be payable upon the conversion of the Performance Rights or the subsequent issue of shares (if any). Accordingly, no funds will be raised from the issue or conversion of the Performance Rights.
- A summary of the material terms of the Plan are included at Attachment B to this notice.
- No loan will be provided to Mr Howes in relation to the Performance Rights to be issued under the Plan.
- Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

The Directors (with Mr Howes abstaining), who do not have an interest in the outcome of the relevant resolution, unanimously recommend that Shareholders vote in favour of Resolution 4 for the reasons set out below:

- *The Directors consider that it is important for the Company to be able to attract and retain experienced Directors and that the proposed grant of Performance Rights to Mr Howes is appropriate taking into account his level of experience and contribution to the Company.*
- *The Directors consider that the proposed number of Performance Rights to be granted to Mr Howes is appropriate to:*
 - *motivate Mr Howes to pursue long-term growth and success of the Company (within an appropriate control framework);*
 - *align the interests of key leadership with the long-term interests of the Company's shareholders; and*
 - *ensure a clear correlation between performance and remuneration, in accordance with the Company's remuneration policy.*
- *The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) note that equity-based remuneration can be an effective form of remuneration for executives when linked to hurdles that are aligned to short, medium and longer-term objectives.*

Resolutions 5 and 6. Issue of Performance Rights under the MoneyMe Employee Equity Incentive Plan – Mr Peter Coad and Mr John Lechte

Resolutions 5 and 6 deal with the proposed grant of Performance Rights under the Plan to Mr Peter Coad, Non-Executive Chairman and Mr John Lechte, Non-Executive Director of the Company.

Awards under the Plan are structured as a Performance Right to receive shares in the Company at a future date subject to satisfaction of the applicable vesting conditions.

MoneyMe proposes, subject to obtaining Shareholder approval, to issue up to a total of 200,000 Performance Rights to the Non-Executive Directors or their respective nominees under MoneyMe's Employee Equity Incentive Plan as follows:

Non-Executive Director	Number of Performance Rights
Peter Coad	100,000
Jonathan Lechte	100,000

Each of Peter Coad and Jonathan Lechte were granted 200,000 Performance Rights in connection with MoneyMe's IPO last year. These Performance Rights have lapsed in accordance with the terms of the award.

Those Performance Rights were issued subject to the establishment and financial closing of a major bank warehousing facility prior to 30 June 2020. Due to the coronavirus (**COVID-19**) pandemic and associated matters beyond the control of MoneyMe, the finalisation of that warehousing facility was delayed.

On 29 September 2020, a new \$167 million warehousing funding facility with Westpac was established (**Facility Agreement**). That new warehouse facility reduces funding costs for MoneyMe by more than half. While the new facility supports high loan receivable growth, MoneyMe will be introducing more competitive pricing and wider offers across its risk based priced Personal Loan and Freestyle products, leveraging the reduction in loan funding costs achieved with the establishment of the Westpac facility. Pricing changes will allow MoneyMe to further improve its offering of higher loan amounts to lower credit risk consumers, as well as powering the launch of new products.

Both Peter Coad and Jonathan Lechte contributed to securing this new warehousing facility for MoneyMe. Given the significant contribution they made, the benefits that all MoneyMe shareholders will derive from the new facility and the fact that the Board (excluding Messrs Coad and Lechte) consider that the reason the facility was not implemented prior to 30 June 2020 was due to matters (ie, COVID-19) beyond the control of Peter Coad and Jonathan Lechte, it is appropriate for the Company to grant 50% of the Performance Rights to each of those directors.

The Board (excluding Messrs Coad and Lechte) acknowledges the grant of the Performance Rights to Peter Coad and Jonathan Lechte is contrary to the commentary in Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of 50% of the Performance Rights to Peter Coad and Jonathan Lechte reasonable in the circumstances for the reasons described above.

The Company has agreed, subject to obtaining shareholder approval to grant a total of 100,000 Performance Rights to each of Mr Coad and Mr Lechte.

Issue and exercise price

Performance Rights will be issued for nil consideration and have no exercise price.

Vesting

- The Performance Rights will vest after a 12 month performance period (ending 30 June 2021) but will be subject to a 1 and 2 year exercise restriction:
 - 50% of the vested Performance Rights can be exercised on the day following the release of the results for MoneyMe for the period ended 30 June 2022; and
 - 50% of the vested Performance Rights can be exercised on the day following the release of the results for MoneyMe for the period ended 30 June 2023.

Performance condition

As noted above, the Facility Agreement has been established for the benefit of the Company and the Group. The grant of the Performance Rights is subject to the funding facility continuing to operate for the benefit of the Company to achieve its strategic objectives as intended for the Performance Period to 30 June 2021.

Calculation of the achievement against the performance condition will be determined by the Board of the Company in its absolute discretion at the conclusion of the Performance Period, having regard to any matters that it considers relevant.

Cessation of being a Director

In order for a participant to exercise any vested Performance Rights, the participant must remain a Director of the Company at the time of exercise.

Change of control

The default treatment in the Plan Rules applies where a change of control applies and the participants hold unvested Performance Rights.

Additional Terms of the Performance Rights

- Performance Rights do not carry any dividend or voting rights prior to vesting.
- The Company's obligation to allocate shares on vesting of the Performance Rights may be satisfied by issuing new shares, procuring the transfer to, or procuring the setting aside for the participant the number of shares in respect of which Performance Rights have vested.
- The Plan contains provisions which give the Board the ability, in certain circumstances, to impose clawback, including the lapse of unvested Performance Rights and forfeit of shares allocated upon vesting of Performance Rights (e.g. in the event of fraud, defalcation or gross misconduct).
- In the event there is any corporate action by, or capital reconstruction in relation to the Company (including but not limited to return of capital), adjustments may be made to the number of Performance Rights and/or the number of shares to which Mr Coad and Mr Lechte are entitled upon vesting in accordance with the ASX Listing Rules or in a manner that the Board considers appropriate.
- In the event of cessation of employment, Performance Rights will be treated as follows:
 - If Mr Coad or Mr Lechte cease employment other than as good leavers (ie resignation other than due to special circumstances, dismissal for cause or poor performance or any other circumstances determined by the Board), all of the unvested Performance Rights will immediately lapse and vested Performance Rights that have not been exercised will lapse on the date of cessation of employment unless the Board determines otherwise; and
 - If Mr Coad or Mr Lechte cease employment due to death, total and permanent disability or redundancy or any other circumstances in which the Board determines Mr Coad or Mr Lechte to be a good leaver, the unvested Performance Rights will lapse and the vested Performance Rights that have not been exercised will continue in force until the exercise date.
- The Board has the discretion to lapse any or all unvested Performance Rights it deems appropriate in the circumstances.
- Under the Plan rules, any dealing in respect of a Performance Right is prohibited, unless the Board determines otherwise or the dealing is required by law.

Technical information for the purposes of the ASX Listing Rules

ASX Listing Rule 10.15 contains requirements as to the contents of a Notice of Meeting sent to Shareholders for the purposes of ASX Listing Rule 10.14 and the following information is included in this Explanatory Statement for that purpose:

- Peter Coad is the Chair and a Non-Executive Director of MoneyMe and as a director, falls within the category of ASX Listing Rule 10.14.1.
- Jonathan Lechte is a Non-Executive Director of MoneyMe and as a director, falls within the category of ASX Listing Rule 10.14.1.
- It is proposed that 100,000 Performance Rights be granted to each of Mr Coad and Mr Lechte. The Performance Rights may convert to fully paid ordinary shares in MoneyMe on a one-for-one basis subject to the achievement of the vesting conditions.
- Mr Coad's total remuneration for FY2020 comprised directors' fees of \$81,752 including superannuation.
- Mr Lechte's total remuneration for FY2020 comprised directors' fees of \$48,445 including superannuation.

Further information regarding the remuneration of Mr Coad and Mr Lechte is set out in the Company's Remuneration Report which forms part of the 2020 Annual Report.

- 200,000 Performance Rights have previously been issued to each of Mr Coad and Mr Lechte under the Plan. These Performance Rights have lapsed in accordance with the terms of the award.
- The Performance Rights are not quoted on ASX and carry no voting or dividend rights. Any shares allocated on vesting of the Performance Rights will rank equally with fully paid ordinary shares on issue at the time.
- The Performance Rights are being issued to acknowledge Mr Coad and Mr Lechte's contribution to the establishment of the Facility Agreement and to incentivise Mr Coad and Mr Lechte to support delivery of the Company's growth strategy and drive financial performance in the interests of shareholders.
- The value that the Company attributes to the Performance Rights being issued is \$300,000 (based on a share price of \$1.50 that reflects reference to the Group's share price in September and October 2020).
- The Company uses Performance Rights to incentivise Mr Coad and Mr Lechte to support delivery of the Company's growth strategy and financial performance in the interests of Shareholders and because:
 - they are unquoted, therefore their grant has no immediate dilutionary impact on Shareholders;
 - their issue will align the interests of Mr Coad and Mr Lechte with those of Shareholders;
 - their issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Coad and Mr Lechte; and
 - it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting Performance Rights on the terms proposed.
- It is currently expected that the Performance Rights will be issued to Mr Coad and Mr Lechte on or around 24 November 2020 subject to shareholder approval and in any event not later than three years after the date of the Meeting (i.e. 24 November 2023).
- The Performance Rights will be issued to Mr Coad and Mr Lechte for nil cash consideration and no cash consideration will be payable upon the conversion of the Performance Rights or

the subsequent issue of shares (if any). Accordingly, no funds will be raised from the issue or conversion of the Performance Rights.

- A summary of the material terms of the Plan are included at Attachment B to this notice.
- No loan will be provided to Mr Coad or Mr Lechte in relation to the Performance Rights to be issued under the Plan.
- Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

The Directors (with Mr Coad and Mr Lechte abstaining), who do not have an interest in the outcome of the relevant resolution, unanimously recommend that Shareholders vote in favour of Resolutions 5 and 6.

Attachment A

NOTICE OF NOMINATION OF AUDITOR TO MONEYPE LIMITED

2 October 2020

The Company Secretary
MoneyMe Limited
Level 3
131 Macquarie Street
Sydney NSW 2000

Dear Sir

NOMINATION OF DELOITTE TOUCHE TOHMATSU AS AUDITOR OF MONEYPE LIMITED

I, Clayton Howes, being a shareholder of MoneyMe Limited, hereby nominate Deloitte Touche Tohmatsu of Grosvenor Place, 225 George Street, Sydney, NSW for appointment as auditor of MoneyMe Limited at its 2020 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an Annexure to the Notice of Meeting and Explanatory Memorandum for the 2020 Annual General Meeting of MoneyMe Limited as required by section 328B(3) of the Corporations Act.

Yours sincerely

A handwritten signature in black ink, appearing to be 'C. Howes', written over a vertical line.

Clayton Howes

Attachment B

Summary of the material terms of the MoneyMe Employee Equity Incentive Plan (Plan)

The key elements of the Plan are as follows:

Eligibility to participate	Offers may be made at the Board's discretion to a director, employee, contractor or consultant of the Group or any other person whom the Board determines to be eligible to participate in the Plan and who is invited to participate in the Plan by the Company.
Types of securities	One or more of the following may be granted to eligible participants under the Plan: <ul style="list-style-type: none">• Performance Rights: the right to be allocated or issued a share subject to the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer;• options: the right to a share subject to the payment of the applicable exercise price, the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer; and/or• restricted shares: a share issued to an eligible participant subject to the restrictions and vesting conditions set out in the Plan, which may include a trading restriction.
Offers	The Board, in its absolute discretion, may make offers to eligible participants to: <ul style="list-style-type: none">• participate in a grant of Performance Rights or options on the terms set out in the Plan and additional terms and conditions that the Board determines apply to an individual offer; and/or• acquire restricted shares (separate to, and independent from, any shares acquired under a Performance Right or option) subject to the specific terms contained in an individual invitation letter.
Consideration payable	Unless otherwise determined by the Board, no payment is payable by an eligible participant on grant of a Performance Right, option or restricted share.
Vesting	Each grant of security under the Plan is subject to the terms of the individual offer. Subject to the Board's discretion and the participant complying with the conduct requirements under the Plan, Performance Rights vest on satisfaction of the performance conditions that apply to an individual offer, unless otherwise waived by the Board acting in its sole discretion. Subject to the participant complying with the conduct requirements under the Plan, options only become exercisable if the performance conditions and other relevant conditions applicable to an individual offer are satisfied. The exercise of an option will be effected in the manner determined by the Board and must be accompanied by the exercise price.
Cessation of employment	If a participant ceases to be an eligible participant before the vesting date of a Performance Right or the exercise of an option, the Performance Right or option lapses, unless otherwise determined by the Board in its discretion or in accordance with the specific terms contained in an invitation letter.

Restriction on dealing with shares	<p>The Board may, in its discretion, impose restrictions on dealing with:</p> <ul style="list-style-type: none"> • shares allocated or issued on vesting of a Performance Right or option; or • restricted shares.
Change of control	<p>On the occurrence of a change of control event, the Board may, in its absolute discretion, determine that all or a specified number of a participant's Performance Rights immediately vest or options be immediately exercisable.</p>

LODGE YOUR VOTE

-  **ONLINE**
www.linkmarketservices.com.au
-  **BY MAIL**
MoneyMe Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT time) on Tuesday, 24 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/MME20> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 2, 4, 5 and 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 4, 5 and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Re-election of Mr Jonathan Lechte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Performance Rights under the MoneyMe Employee Equity Incentive Plan – Peter Coad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Issue of Performance Rights under the MoneyMe Employee Equity Incentive Plan – Jonathan Lechte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Issue of Performance Rights under the MoneyMe Employee Equity Incentive Plan – Clayton Howes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

MME PRX2001N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Sunday, 22 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

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

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/MME20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

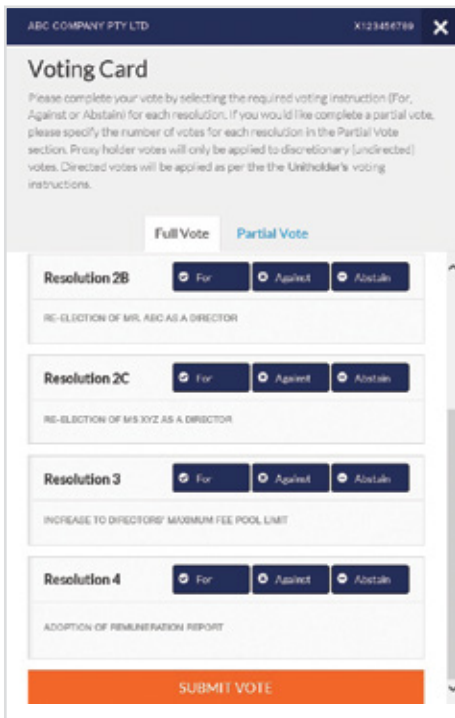
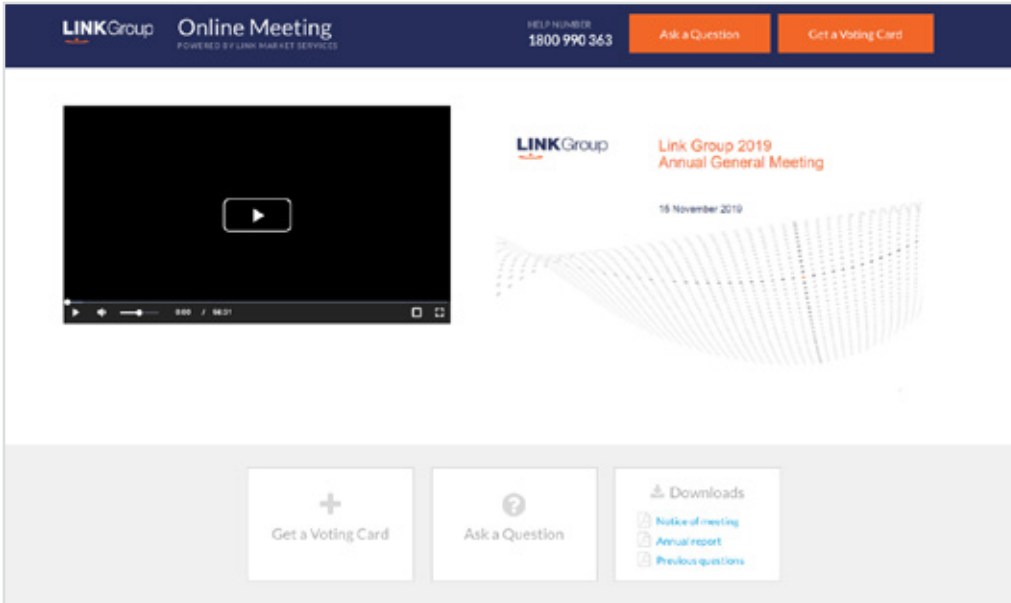
A screenshot of the "Voting Card" registration form. The form is titled "Voting Card" and includes a sub-header "Please provide your Shareholder or Proxy details". It is divided into two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS". The "SHAREHOLDER DETAILS" section has fields for "Shareholder Number" and "Post Code", with a note "Outside Australia" and an orange button "SUBMIT DETAILS AND VOTE". The "PROXY DETAILS" section has a field for "Proxy Number" and an orange button "SUBMIT DETAILS AND VOTE". A "OR" separator is located between the two sections.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

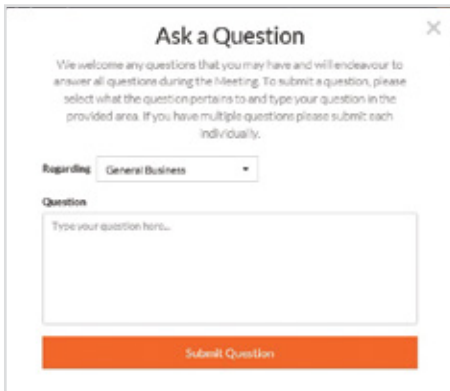
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



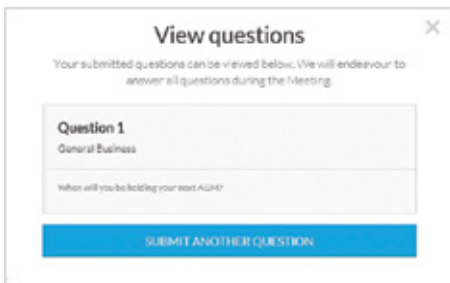
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz