

20 October 2021

Dear Shareholder

**MoneyMe's 2021 Annual General Meeting**

On behalf of the Board of Directors of MoneyMe Limited (**MoneyMe**), I am pleased to invite you to MoneyMe's 2021 Annual General Meeting (**AGM**), to be held on **Tuesday, 23 November 2021** commencing at **11.00am (Sydney time)**.

MoneyMe is focused on ensuring the health and safety of our people and our shareholders. Due to the COVID-19 pandemic, like many other companies, we have decided that our 2021 AGM will be held entirely virtually rather than at a physical location. Shareholders may join the virtual AGM via the Online Platform accessible at <https://agmlive.link/MME21> (**Online Platform**).

Participating in the AGM via the Online Platform will provide you with similar opportunities as you would have attending a meeting in person. You will be able to view presentations from myself and Mr Clayton Howes, our Managing Director and CEO, as well as vote in real time and ask questions live during the meeting. This year, shareholders will also be able to ask questions via telephone as well as via the Online Platform. Please note that shareholders will not be able to vote by telephone during the AGM.

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

I encourage you to read the enclosed Notice of Meeting, including the Explanatory Notes, and to lodge a directed proxy in advance of the meeting by following the instructions on your Proxy Form. Your Proxy Form was enclosed with the letter from the Company dated the same date as this Notice of Meeting advising you of the arrangements for the AGM and how to view this Notice of Meeting electronically. Subject to the abstentions noted in the Explanatory Notes, the MoneyMe Directors unanimously recommend that shareholders vote in favour of all resolutions to be proposed at the AGM.

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

Yours sincerely,



**Peter Coad**  
**Chairman**

# MoneyMe Limited ACN 636 747 414

## Notice of Annual General Meeting

Notice is given that the 2021 Annual General Meeting (**AGM** or the **Meeting**) of the shareholders of MoneyMe Limited ACN 636 747 414 (**MoneyMe** or the **Company**) will be held:

Date: **Tuesday, 23 November 2021**

Time: **11.00am (Sydney time)**

Venue: **Online at: <https://agmlive.link/MME21>**

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

The Explanatory Notes and the Proxy Form are incorporated in, and comprise part of, this Notice of Meeting. The Proxy Form was enclosed with the letter from the Company dated the same date as this Notice of Meeting advising you of the arrangements for the AGM and how to view this Notice of Meeting electronically.

The business of the meeting is to consider the Company's financial statements and reports for the financial year ended 30 June 2021 and then to consider six Resolutions for which Shareholder approval is sought. Details of each of these items are set out below.

### Consideration of financial statements and 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 2021.

MoneyMe's FY21 Annual Report, which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report for the year ended 30 June 2021 is available on the Company's website at [www.moneyme.com.au](http://www.moneyme.com.au).

As part of the consideration of the financial statements and reports, Shareholders will be given a reasonable opportunity to ask questions about or comment on the management of the Company.

The Company's Auditor will also attend the AGM and will be available to respond to questions from Shareholders relevant to the

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

The Auditor will also respond to written questions submitted by Shareholders that are relevant to the above matters.

This item of business does not require Shareholders to vote on a resolution or to formally adopt the received reports.

## Resolutions for approval

### 1. Remuneration Report

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

*“That the Remuneration Report of the Company for the financial year ended 30 June 2021 be adopted.”*

Note: the Remuneration Report is set out at pages 38 to 49 of MoneyMe's FY21 Annual Report, available at [www.moneyme.com.au](http://www.moneyme.com.au). In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

### 2. Re-election of Mr Scott Emery as a Director

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

*“That Mr Scott Emery, who retires in accordance with Rule 6.1(f)(i) of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”*

### 3. Re-election of Ms Susan Wynne as a Director

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

*“That Ms Susan Wynne, who retires in accordance with Rule 6.1(f)(i) of the Company's Constitution and, being eligible, offers herself for re-election, is re-elected as a Director of the Company.”*

### 4. Approval of future issues of securities under the MoneyMe Employee Equity Incentive Plan

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

*“That, for the purposes of ASX Listing Rule 7.2, Exception 13 and for all other purposes, Shareholders approve the issue of up to 5,000,000 equity securities as an exception to ASX Listing Rule 7.1”*

### 5. Approval to issue Performance Rights to Mr 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, Shareholders approve the issue of 181,347 Performance Rights to Mr Clayton Howes, the Company's Managing Director and Chief Executive Officer under the MoneyMe Employee Equity Incentive Plan and otherwise on the terms and conditions described in the Explanatory Notes.”*

### 6. Ratification of prior issues of shares and Performance Rights

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

*“That, the issue of shares and performance rights on the terms and conditions as summarised in the Explanatory Notes to this Notice of Meeting, is ratified for all purposes, including for the purpose of ASX Listing Rule 7.4.”*

By order of the Board  
20 October 2021



**Jonathan Swain**  
**Company Secretary**

## **Voting Exclusion Statements**

### **Resolution 1 – Remuneration Report**

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the Remuneration Report for the year ended 30 June 2021; or
- 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 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and 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 Corporations Act, a vote must not be cast on Resolution 1 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 a member of the KMP.

### **Resolution 4 – Approval of future issues of securities under the MoneyMe Employee Equity Incentive Plan**

A vote on Resolution 4 must not be cast (in any capacity) by, on behalf of, a person who is eligible to participate in the MoneyMe Employee Equity Incentive Plan, or any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- 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 Resolution 4; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 Resolution 4; and
  - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 5 – Approval of issue of Performance Rights to Mr Clayton Howes**

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any Director of the Company, or an associate of any Director of the

Company, who is eligible to participate in the MoneyMe Employee Equity Incentive Plan. However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair of the Meeting decides; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 Resolution 5; and
  - the holder votes on Resolution 5 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 Corporations Act, a vote on Resolution 5 must not be cast or on behalf of a member of the KMP or a 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 a member of the KMP.

Note: in this Notice of Meeting, the terms **Key Management Personnel** and **Closely Related Party** have the same meaning as set out in the Corporations Act.

#### **Resolution 6 – Ratification of prior issues of shares and Performance Rights**

A vote on Resolution 6 must not be cast (in any capacity) by, on behalf of, a person who participated in the MoneyMe Employee Equity Incentive Plan, or any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 Resolution 6; and
  - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

## Participation and voting at the AGM

### 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, 21 November 2021 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the 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 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 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.

### Submission of Proxy Forms

To be effective, the proxy must be received at the Share Registry of the Company no later than **11.00am (Sydney time) on Sunday, 21 November 2021**, being 48 hours before the start of the AGM. Proxies must be received before that time by one of the following methods:

Online	By logging onto the Link Market Services website at <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> and following the instructions on the Proxy Form, or by scanning the QR code on the back of your Proxy Form using a mobile device.
By post	By posting the Proxy Form to the following address: <i>MoneyMe Limited</i> <i>c/- Link Market Services Limited</i> <i>Locked Bag A14, Sydney South NSW 1235</i>
By hand	By delivering the Proxy Form in person to the following address between the hours of 9.00am to 5.00pm Monday to Friday, and subject to all applicable public health orders and restrictions: <i>MoneyMe Limited</i> <i>c/- Link Market Services Limited</i> <i>Level 12, 680 George Street, Sydney, NSW 2000</i>
By fax	By faxing the Proxy Form to +61 2 9287 0309

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.

### 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 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 **11.00am (Sydney time) on Sunday, 21 November 2021**, being 48 hours before the start of the 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 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 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](http://www.linkmarketservices.com.au)

## Voting at the Meeting

Voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

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 1 or 4 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 a member of the KMP.

## Shareholder questions

Shareholders will be given a reasonable opportunity to ask questions or make comments on the management of the Company during the AGM. Questions may be asked during the AGM either via the Online Platform or via telephone.

Shareholders and proxyholders may ask questions during the AGM by typing those questions into the Online Platform. Shareholders wishing to ask questions via the Online Platform will need their SRN or HIN which is printed at the top of the Proxy Form. Proxyholders wishing to ask questions via the Online Platform will need their proxy code, which Link Market Services will provide via email no later than 48 hours prior to the AGM.

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

To request a PIN, please contact Link Market Services on +61 1800 990 363 by no later than **5.00pm on Monday 22 November 2021**. Dial-in details for the AGM and contact details for Link Market Services are included in the Virtual Meeting Online Guide. Even if you plan to ask questions by telephone, you will still need to log into the Online Platform if you wish to vote during the Meeting.

Shareholders who are unable to attend the virtual AGM or who may prefer to submit questions in advance may do so by:

- logging onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), selecting Voting then clicking Ask a Question; or
- submitting the Question Form enclosed with the Notice of Meeting.

To allow time to collate questions and prepare answers, please submit any questions by **5.00pm (Sydney time) on Friday 19 November 2021**. 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.

## Conduct of Meeting

MoneyMe is committed to ensuring that its shareholder meetings are conducted in a manner which provides shareholders and proxyholder who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. MoneyMe will not allow



conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers as Chair to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

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

## Explanatory Notes

These Explanatory Notes have been prepared in relation to the business to be conducted at MoneyMe's 2021 AGM to be held at **11.00am (Sydney time) on Tuesday, 23 November 2021**.

The purpose of these Explanatory Notes is to provide information that is reasonably required by shareholders to decide how to vote on the resolutions being put forward at the AGM.

Resolution 1 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolutions 2 to 4 are ordinary resolutions, which will be passed if a simple majority of votes cast by shareholders entitled to vote on the resolution are in favour of the resolution. As set out earlier in this Notice of Meeting, the Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

### Resolution 1 – Remuneration Report

Section 250R(2) of the Act requires that the Company's Remuneration Report for the financial year ended 30 June 2021 be put to the vote of shareholders for adoption by way of a non-binding vote. The Remuneration Report is set out at pages 38 to 49 of MoneyMe's FY21 Annual Report, available at [www.moneyme.com.au](http://www.moneyme.com.au).

The Remuneration Report contains information about the remuneration of MoneyMe's Key Management Personnel, or KMP. KMP are those persons having authority and responsibility for planning, directing and controlling the activities of MoneyMe and include executive and non-executive directors of the Company.

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 member of the KMP.

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 Remuneration Report forms part of the Directors' Report, which was unanimously approved by a resolution of the Board. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.*

### Resolution 2 – Re-election of Mr Scott Emery as a Director

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

Mr Emery is a co-founder and has been a Non-Executive Director of MoneyMe from its inception. He is a member of the Board's Audit and Risk Management Committee and Remuneration and Nomination Committee. Mr Emery has over 30 years' experience in establishing and running property development companies across Australia. He is the founder and managing director of a commercial building company, Yarra Valley Commercial, established in 1986, where under his guidance, the business has grown to be a national shopfitting and building company.

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

The Board has considered whether Mr Emery has 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's Corporate Governance Principles & Recommendations (4th edition). The Board does not consider Mr Emery to be an independent Director by reason of his substantial shareholding in the Company.

The Board considers that Mr Emery's experience in the areas of strategy, sales and marketing, digital technologies, risk management and people and culture has been and continues to be of great benefit to the Company. Prior to submitting himself for re-election, Mr Emery confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company. The Board unanimously supports Mr Emery's re-election as a Non-Executive Director.

*For the reasons set out above, the Directors unanimously recommend that Shareholders vote in favour of Resolution 2.*

### **Resolution 3 – Re-election of Ms Susan Wynne as a Director**

Ms Wynne retires in accordance with Rule 6.1(f)(i) of the Company's Constitution and seeks re-election in accordance with Rule 6.1(m)(i).

Ms Wynne joined MoneyMe as a Non-Executive Director on 11 October 2019 and is a member of the Board's Remuneration and Nomination Committee.

Ms Wynne has more than 20 years' corporate and government experience, specialising in brand and business development, stakeholder management, corporate affairs, and public relations. She has served in local government on the Woollahra Council since 2008 including terms as both Deputy Mayor and Mayor, and was elected as the Mayor of Woollahra in September 2019 having previously served in this role in 2011/2012. Ms Wynne has a strong focus on corporate social responsibility and is National Chair of the Australian Red Cross Society of Women Leaders. Ms Wynne is a graduate of the Australian Institute of Company Directors and an Affiliate of the Governance Institute of Australia and was recently appointed as a Non-Executive Director of ASX-listed Clime Investment Management Limited

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

The Board has considered whether Ms Wynne has 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's Corporate Governance Principles & Recommendations (4th edition). The Board consider that Ms Wynne, if re-elected, will continue to be an independent Director.

The Board considers that Ms Wynne's experience in the areas of strategy, sales and marketing, corporate affairs, governance, corporate social responsibility, stakeholder management and people and culture has been and continues to be of great benefit to the Company. Prior to submitting himself for re-election, Ms Wynne confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company. The Board unanimously supports Ms Wynne's re-election.

*For the reasons set out above, the Directors unanimously recommend that Shareholders vote in favour of Resolution 3.*

#### **Resolution 4 – Approval of future issues of securities under the MoneyMe Employee Equity Incentive Plan**

Resolution 4 deals with the proposed grant of up to 5,000,000 equity securities under the MoneyMe Employee Equity Incentive Plan (**Plan**) as outlined below.

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

ASX Listing Rule 7.2, Exception 13 applies where shareholder approval of securities under an employee incentive scheme is obtained within three years before the issue of the securities.

Shareholder approval is being sought for the issue of up to 5,000,000 equity securities under the Plan. This means that issues under the Plan would not be included for the purposes of calculating the capacity of the Company to issue securities under the ASX Listing Rules. This approval continues for three years, at which time it must be renewed, or it will expire.

By seeking shareholder approval of Resolution 4, the Company is seeking flexibility in being able to satisfy, at its discretion, an allocation of securities under the Plan. In the opinion of the Board, the resolution will assist the Company to manage its capital requirements efficiently by ensuring that the limit under the Listing Rules is not diminished by the issue of securities under the Plan and capacity is available for capital management and other purposes, if necessary.

If Resolution 4 is passed, the issue of equity securities under the Plan can proceed without using up any of the Company's 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1. If Resolution 4 is not passed, the issue can still proceed, but it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

An approval under this Resolution is only available to the extent that:

- any issue of equity securities under the MoneyMe Employee Equity Incentive Plan does not exceed the maximum number of securities proposed to be issued as set out in this Notice under Resolution 4; and
- there is no material change to the terms of the MoneyMe Employee Equity Incentive Plan.

A copy of the MoneyMe Employee Equity Incentive Plan is available on our website at the following location: <https://investors.moneyme.com.au/investor-centre/?page=corporate-governance>.

#### *Technical information for the purposes of ASX Listing Rule 7.2, exception 13*

ASX Listing Rules requires this Notice of Meeting to include the following specified information in relation to the securities to be issued under the MoneyMe Employee Equity Incentive Plan:

<b>Summary of the terms of the MoneyMe Employee Equity Incentive Plan</b>	See Attachment 1 to these Explanatory Notes.
<b>Number of securities issued under the MoneyMe Employee Equity Incentive Plan since listing</b>	As at 19 October 2021, being the last practicable day prior to the publication of this Notice of Meeting, 4,280,357 equity securities have been issued under the MoneyMe Employee Equity Incentive Plan since MoneyMe was listed on ASX. A maximum of 2,250,000 additional Performance Rights will be issued under the MoneyMe Employee Equity Incentive Plan after the date of this Notice of Meeting and before the date of the AGM (see the Explanatory Notes for Resolution 6 below).

<b>Maximum number of equity securities proposed to be issued under the Plan</b>	If Shareholders approve Resolution 4, the maximum number of equity securities proposed to be issued under the Plan following that approval (and prior to any further approval by Shareholders) is 5,000,000, being approximately 2.9% of the total number of ordinary Shares on issue as at the date of this Notice of Meeting. This maximum number of equity securities is not intended to be a prediction of the actual number of equity securities to be issued under the Plan, but is specified for the purposes of setting a ceiling on the number of equity securities approved to be issued under and for the purposes of exception 13 in ASX Listing Rule 7.2.
<b>Voting exclusion</b>	A Voting Exclusion Statement is set out in the Notice of Meeting.

*For the reasons set out above, the Directors unanimously recommend that Shareholders vote in favour of Resolution 4.*

### **Resolution 5 – Issue of Performance Rights to Mr Clayton Howes**

Resolution 5 deals with the proposed grant of Performance Rights under the Company's Employee Equity Incentive Plan to Mr Clayton Howes, the Company's Managing Director and CEO.

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 Rights**). The Board has agreed, subject to obtaining shareholder approval, to grant a total of 181,347 Performance Rights to Mr Howes as part of his total remuneration package for the financial year ending 30 June 2022.

#### *ASX Listing Rule requirements*

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 5 seeks shareholder approval for the issue of 181,347 Performance Rights to Mr Howes. Specific details of the proposed issue are set out below.

ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by a listed entity without approval of shareholders in any rolling twelve month period. However, a listed entity 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 Listing Rule 7.1 or the issue is approved by shareholders. Approval of Resolution 5 will provide approval for this purpose such that the issue of Performance Rights will fall within exception 14 in ASX 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 not count towards the Company's 15% limit under Listing Rule 7.1.

If Resolution 5 is approved by Shareholders, the Company will issue 181,347 Performance Rights to Mr Howes on the terms and conditions as set out in this Notice and those Performance Rights will be taken to have been issued pursuant to exception 14 in ASX Listing Rule 7.2.

If Resolution 5 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 include 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 the interests of shareholders by providing an opportunity for the participant in the Plan to receive an equity interest in the Company. Other members of senior management will be granted Performance Rights under the Plan on similar terms to those proposed to be granted to Mr Howes.

#### *Calculation of the Proposed Number of Performance Rights*

The number of Performance Rights to be granted to Mr Howes has been calculated by dividing \$315,000, being the dollar value of the award approved by the Board, by \$1.87, being the volume weighted average share price for MoneyMe shares traded on ASX during the calendar months of May and June 2021.

It is proposed that Mr Howes be granted 181,347 Performance Rights for nil financial consideration.

#### *Vesting period*

The Performance Period commenced on 1 July 2021 and will conclude on 30 June 2023. Following conclusion of the Performance Period:

- 50% of the vested Performance Rights become exercisable the day following the release of the results for MoneyMe for the period ended 30 June 2023; and
- 50% of the vested Performance Rights become exercisable on the day following the release of the results for MoneyMe for the period ended 30 June 2024.

#### *Performance conditions*

The grant of Performance Rights is subject to three Performance Conditions to be measured over the Performance Period. These Performance Conditions have been linked to the achievement of key financial and strategic goals that will enable MoneyMe to achieve its strategic objectives. The Performance Conditions are based on the measures set out in the table below, with 30% of the total number of Performance Rights available to vest dependent on the achievement of each of Performance Conditions 1 and 3, and 40% of the total number of Performance Rights available to vest dependent on the achievement of Performance Condition 2.

<b>Performance Condition</b>	<b>Measure</b>	<b>Weighting</b>
1	Average Annual ESG Scorecard Performance Score	30%
2	Compound Annual Growth in Revenue of at least 40%	40%
3	Total Shareholder Return (reflecting share price and dividends) at least 10% above the S&P ASX Small Ordinaries Index	30%

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).
- Vesting of the Performance Rights will be determined by reference to the achievement of Performance Conditions over a 2 year Performance Period but will be subject to the following exercise restriction:
  - 50% of the vested Performance Rights become exercisable on the day following the release of the results for MoneyMe for the period ended 30 June 2023; and
  - 50% of the vested Performance Rights become exercisable on the day following the release of the results for MoneyMe for the period ended 30 June 2024.
- Performance will be tested at the end of the Performance Period to determine the extent to which MoneyMe has satisfied the performance conditions.
- If in the Board's opinion, there is, or is likely to be, 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.
- If 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 that Mr Howes ceases employment with MoneyMe, 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 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 ASX Listing Rule 10.15*

ASX Listing Rule 10.15 requires that a notice of meeting seeking the approval of shareholders for the purposes of ASX Listing Rule 10.14 contains specified information and the following information is included in these Explanatory Notes for that purpose:

<b>Name of the person and category under rules 10.14.1 – 10.14.3</b>	Clayton Howes is the Managing Director and CEO of MoneyMe and, as a director, falls within the category of people set out in ASX Listing Rule 10.14.1.
<b>Number and class of securities proposed to be issued</b>	It is proposed that 181,347 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 Performance Conditions described above.
<b>Director's current total remuneration package</b>	Mr Howes' total remuneration package for FY2021 comprised: <ul style="list-style-type: none"> <li>○ annual remuneration of \$569,022;</li> <li>○ a short term incentive of \$450,000; and</li> <li>○ a long term incentive to the value of \$315,000.</li> </ul> <p><i>Further information regarding the remuneration of Mr Howes is set out in the Company's Remuneration Report which forms part of the FY21 Annual Report.</i></p>
<b>Number of securities previously issued to Mr Howes under the Plan</b>	462,000 Performance Rights have previously been issued Mr Howes under the Plan.
<b>Material terms of the securities</b>	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.
<b>Explanation of why that security is being used</b>	<p>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.</p> <p>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:</p> <ul style="list-style-type: none"> <li>○ they are unquoted, therefore their grant has no immediate dilutionary impact on Shareholders;</li> <li>○ their issue will align the interests of Mr Howes with those of Shareholders;</li> <li>○ 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</li> </ul>



	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>Value attributed to the securities</b>	The value that the Company attributes to the Performance Rights being issued is \$315,000.
<b>Date by which the securities will be issued</b>	It is currently expected that, if shareholder approval for the issue of the Performance Rights is obtained, the Performance Rights will be issued to Mr Howes on or around 24 November 2021. In any event, the Performance Rights will be issued within three years after the date of the Meeting (that is, before 23 November 2024).
<b>Price at which the securities will be issued</b>	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.
<b>Summary of the material terms of the Plan</b>	A summary of the material terms of the Plan is included at Attachment 1 to this notice.
<b>Summary of the material terms of any loan in relation to the acquisition</b>	No loan will be provided to Mr Howes in relation to the Performance Rights to be issued under the Plan.
<b>Annual Report</b>	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.
<b>Exclusion of persons under rule 10.14</b>	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.
<b>Voting exclusion</b>	A Voting Exclusion Statement is set out in the Notice of Meeting.

#### *Rationale for the proposed grant*

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.

*Directors' interests in the outcome of Resolution 5*

No Director other than Mr Howes has an interest in the outcome of Resolution 5.

*Directors' recommendation*

The Directors, with Mr Howes abstaining, unanimously recommend that Shareholders vote in favour of Resolution 5.

**Resolution 6 – Ratification of prior issue of shares and Performance Rights**

*Background*

The Company has completed the issue of the following securities under the MoneyMe Employee Equity Incentive Plan:

- 2,000,000 shares issued to the Company's employee share trust to be used to deliver shares on exercise of performance rights or options in the future on 24 December 2020;
- 2,262,500 Performance Rights on 31 December 2020; and
- 17,857 Performance Rights on 30 April 2021.

410,000 of the 2,262,500 Performance Rights issued on 31 December 2020 were approved by the Company's shareholders by ordinary resolution at the 2020 Annual General Meeting in accordance with Listing Rule 10.11 and 10.14.

The Company will complete the issue of up to 2,250,000 additional Performance Rights after the date of this Notice of Meeting and before the date of the AGM.

A summary of the terms of the Plan is provided in Attachment 1 to these Explanatory Notes.

*Reasons for seeking approval*

Resolution 6 is for shareholders to ratify, for the purpose of ASX Listing Rule 7.4, the issue of:

- 2,000,000 shares on 24 December 2020;
- 1,852,500 Performance Rights on 31 December 2020 (being the balance of the 2,262,500 Performance Rights issued on that date the issue of which has not previously been approved by the Company's shareholders);
- 17,857 Performance Rights on 30 April 2021; and
- up to 2,250,000 additional Performance Rights to be issued after the date of this Notice of Meeting and before the date of the AGM.

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

The issue of securities outlined above do not fit within any of these exceptions and, as it has not been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved

under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

If shareholders approve Resolution 6, the Company will have greater flexibility to make future issues of the Company's shares and other issuances of equity securities to raise funds to meet future needs.

To this end, the Company seeks shareholder approval to the issue under and for the purposes of Listing Rule 7.4.

For the purposes of calculating the impact on placement capacity under the ASX Listing Rules, the maximum number of fully paid ordinary shares which may be issued if all Performance Rights subject of this resolution are exercised is 4,120,357.

If shareholders do not vote in favour of Resolution 6, the issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

*Technical Information for the purposes of ASX Listing Rule 7.5*

<b>Persons to whom the securities were issued</b>	Employees of the company and its subsidiaries and the Company's employee share trust.
<b>Number and class of securities issued and to be issued, and date of issue</b>	<ul style="list-style-type: none"> <li>• 2,000,000 ordinary shares issued on 24 December 2020;</li> <li>• 1,852,500 Performance Rights issued on 31 December 2020;</li> <li>• 17,857 Performance Rights issued on 30 April 2021; and</li> <li>• up to 2,250,000 Performance Rights expected to be issued by no later than 15 November 2021.</li> </ul> <p>Each Performance Right is a right to receive one fully paid ordinary share in the Company. For the purposes of calculating the impact on placement capacity, the maximum number of fully paid ordinary shares which may be issued if all Performance Rights subject of this resolution exercised is 4,120,357.</p>
<b>Price or other consideration the entity has received</b>	Nil.
<b>Terms of the securities</b>	Refer to Attachment 1 with respect to the performance rights.
<b>Purpose of issue and intended use of the funds</b>	To assist in the reward, retention and motivation of employees. The MoneyMe Employee Equity Incentive Plan is designed to align the interests of senior executives with the interests of shareholders by providing an opportunity for the participant in the MoneyMe Employee Equity Incentive Plan to receive an equity interest in the Company.
<b>Voting exclusion</b>	A Voting Exclusion Statement is set out in the Notice of Meeting.

*For the reasons set out above, the Directors unanimously recommend that Shareholders vote in favour of Resolution 6.*

## Attachment 1 – Summary of the material terms of the MoneyMe Employee Equity Incentive Plan

The key elements of the Plan are as follows:

<b>Eligibility to participate</b>	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.
<b>Types of securities</b>	<p>One or more of the following may be granted to eligible participants under the Plan:</p> <ul style="list-style-type: none"> <li>• <b>Performance Rights:</b> 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;</li> <li>• <b>options:</b> 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</li> <li>• <b>restricted shares:</b> 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.</li> </ul>
<b>Offers</b>	<p>The Board, in its absolute discretion, may make offers to eligible participants to:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• 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.</li> </ul>
<b>Consideration payable</b>	Unless otherwise determined by the Board, no payment is payable by an eligible participant on grant of a Performance Right, option or restricted share.
<b>Vesting</b>	<p>Each grant of security under the Plan is subject to the terms of the individual offer.</p> <p>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.</p> <p>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.</p>

<b>Cessation of employment</b>	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.
<b>Restriction on dealing with shares</b>	<p>The Board may, in its discretion, impose restrictions on dealing with:</p> <ul style="list-style-type: none"> <li>• shares allocated or issued on vesting of a Performance Right or option; or</li> <li>• restricted shares.</li> </ul>
<b>Change of control</b>	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.