

MONEYME

MONEYME LIMITED ACN 636 747 414

FY23 CORPORATE GOVERNANCE STATEMENT

INTRODUCTION

The Board of MONEYME Limited (**MONEYME** or **Company**) is committed to ensuring that the corporate governance practices of the Company and its subsidiaries (**Group**) comply with the recommendations made by the ASX Corporate Governance Council (**Council**) in the fourth edition of the Council's Corporate Governance Principles and Recommendations (**Recommendations**), to the extent appropriate to the size and nature of the Group's operations.

The Board has approved a Corporate Governance Framework (**Framework**) that supports this commitment. Further details of the Framework are set out below.

Specific key components of the Framework, being the Charters under which the Board and its Committees operate, the Group's Code of Conduct and the Policies referred to in this Corporate Governance Statement, are available at <https://investors.moneyme.com.au/investor-centre/?page=corporate-governance>.

A copy of the Company's FY23 Annual Report, which is referred to in this Corporate Governance Statement, is available at <https://investors.moneyme.com.au/investor-centre/?page=results-centre>.

This Corporate Governance Statement sets out an overview of the Framework followed by commentary on how the Company's corporate governance practices align with the Recommendations. The Company's corporate governance practices complied with all of the Recommendations throughout the financial year ended 30 June 2023 (**FY23** or **Reporting Period**).

This Corporate Governance Statement is current as at 30 August 2023 and has been approved by resolution of the Board.

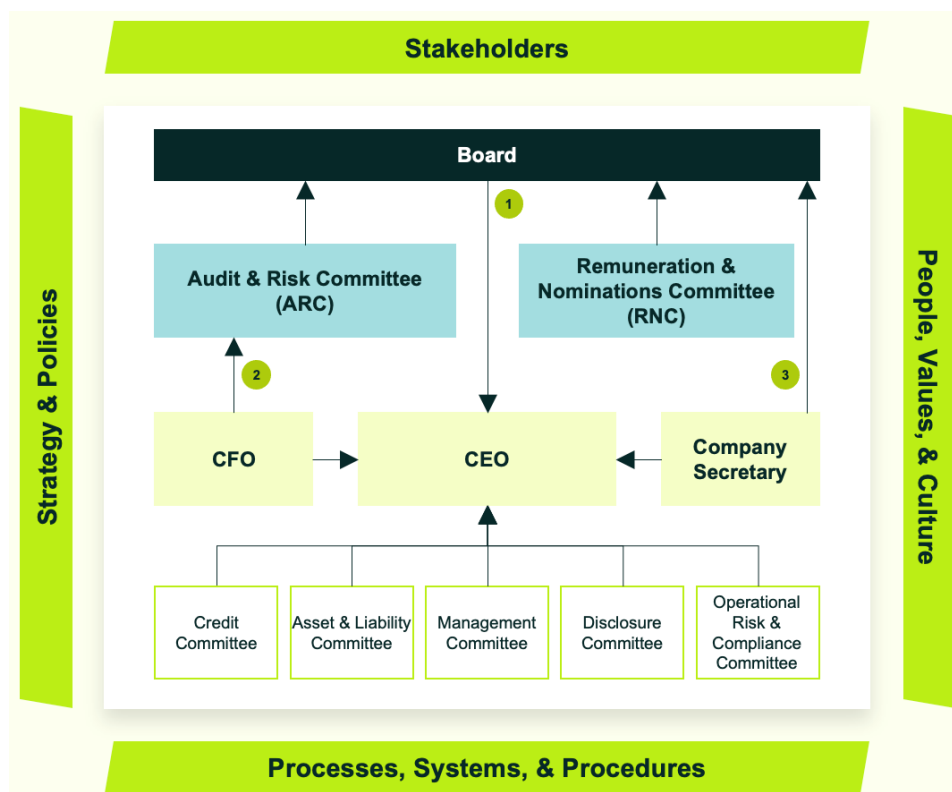
OVERVIEW OF CORPORATE GOVERNANCE FRAMEWORK

The Corporate Governance Framework includes the adoption of six governance principles as outlined below.

Principle	Comments
Promotion of a "Good Governance" culture	A commitment to instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly. This principle mirrors the ASX 4th Edition Corporate Governance Principles. The principle recognises that the business's informal and intangible cultural approach to governance will have a significant impact on governance outcomes.
Recognise and manage risk	Establishment of a sound risk management framework that includes periodic review and updates as appropriate. This principle reflects Principle 7 of the Recommendations.

Principle	Comments
Maintain robust policies	This includes the maintenance of fit for purpose ASX-mandated policies as well as other policies that cover the business's key risk areas and activities. This principle recognises that business requirements and expectations need to be clearly set out to support clear communication, understanding, implementation and compliance verification.
Clear accountabilities	Clarity around roles and responsibilities, from Boards and Committees to functional area deliverables and compliance, is imperative to ensure that specific expectations and requirements are understood, and the relevant parties can be held accountable for specific outcomes.
High calibre people management	People capability and performance is critical to ensuring that planned and expected governance arrangements are effectively implemented. This includes ensuring key talent has the required skills, capacity and incentives to support good governance.
Effective operational governance	This principle recognises that good governance requires effective operational management, from meeting management arrangements to documentation of decision approvals, approved policy positions and maintenance of effective segregation of duties.

The diagram below represents MONEYME's current Framework.



1. Strategy Execution Delegation
2. CFO Reporting Line to the Audit and Risk Management Committee Chair for all matters covered by the Audit and Risk Management Committee Charter, otherwise to the CEO
3. Company Secretary Reporting Line to the Board for all matters relating to the proper functioning of the Board, otherwise to the CEO

The Framework includes:

- the Board having the overall responsibility for setting the strategic direction of the Company;
- Board delegation to Board Committees in the key areas of Audit and Risk Management and Remuneration and Nominations, supported by Board and Committee Charters and formal policies in key areas;
- Board delegation to the CEO for the day-to-day ongoing implementation and management of the board’s strategic agenda;
- non-CEO reporting lines for the CFO and Company Secretary for Audit and Board Governance related matters respectively;
- formal management level committees in the key areas of Credit Risk, Operational Risk and Compliance, Asset and Liability Management and Continuous Disclosure, and an overarching Management Committee; and
- a Governance Scorecard that sets out governance related performance measures and targeted outcomes to be tracked over time.

The Board and all Board Committees and Management Committees have Charter documents that set out their obligations, requirements, members and key operating arrangements.

The following table illustrates MONEYME’s Governance framework using the Three Lines of Defence model.

First Line of Defence	Second Line of Defence	Third Line of Defence
Responsible officers Management Internal controls Policies Procedures	Board and Board committees Management committees Risk appetite statement and KRI reporting Risk, issues and opportunities register Policy register Policy compliance checklists Responsibility matrix Compliance function Financial control function Legal function	Internal audit* External audit Debt funder due diligence External Company Secretary External securitisation trust manager and trustee External legal counsel External tax advisers Regulators

* Outsourced internal audit services provided by BDO commencing from 1 July 2022.

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Roles and responsibilities of Board and Management

The Company’s Corporate Governance Framework includes a Board Charter which sets out the principles for the operation of the Board. The Board Charter is disclosed on the Company’s website.

The Board Charter sets out the roles and responsibilities of the Board including the areas of responsibility in relation to which the Board seeks guidance from the Board’s Audit and Risk Management Committee (**ARC**), Remuneration and Nomination Committee (**RNC**) and Disclosure

Committee. The Board Charter also sets out the responsibilities delegated to the CEO and Management and specific responsibilities delegated to the Company Secretary.

A summary of the scope of each Board Committee is noted below, together with summaries of the scope of each of the management level committees noted above.

- Audit and Risk Management Committee Overall risk management framework oversight and risk management including operational, compliance, credit, liquidity and market risks and financial reporting and tax related oversight.
- Remuneration and Nominations Committee Board appointments, Director induction and development, Director and executive contract reviews, Group employee remuneration policy.
- Disclosure Committee Market disclosure obligation oversight and approval of material market releases in accordance with the Company's Disclosure Policy.
- Management Committee Operational management and strategy execution.
- Operational Risk and Compliance Committee Operational risk framework and risk management and compliance with regulations including Australian Credit Licence and Australian Financial Services Licence related requirements, customer satisfaction and complaints management, people risk and technology and systems risk management.
- Credit Risk Committee Credit risk framework and risk management
- Asset and Liability Committee Asset and liability policy and risk management including liquidity risk and interest rate risk.

Appointment of Directors and Senior Executives

All of the Company's current directors have undergone bankruptcy and police checks, either as part of the Company's due diligence process prior to the Company's listing on ASX in December 2019, or in the case of Dave Taylor and Rachel Gatehouse, prior to their appointments in March 2022 and December 2022 respectively.

Prior to the appointment of any future directors, the Board will also ensure that bankruptcy and insolvency checks as well as any other checks the Board considers relevant (such as with respect to character, experience and education), will be undertaken prior to the appointment of that person, as required under the RNC Charter.

The RNC Charter also requires the Board to ensure that the Company provides shareholders with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a director at a general meeting.

This information was provided to shareholders in respect of the resolutions to re-elect Peter Coad and Dave Taylor as directors at the Company's AGM held in November 2022.

Written terms of appointment for directors and senior executives

The Company has a written agreement in place with each director and senior executive setting out the terms of their appointment, as required under the RNC Charter.

Company Secretary

The Board is responsible for the appointment of the Company Secretary. Details of the Company Secretary and his skills, experience and qualifications are contained in the FY23 Annual Report. The Board Charter provides that the Company Secretary is accountable to the Board, through the Board Chair on all matters to do with the proper functioning of the Board and its committees. All directors have direct access to the Company Secretary.

Diversity

The Company has a Diversity Policy which applies to all employees and directors of the Group. The Diversity Policy was reviewed by the Board and updated during the Reporting Period. The Diversity Policy is disclosed on the Company's website.

The Diversity Policy and the Board Charter provide that the Board is responsible for setting measurable objectives to achieve gender diversity and monitoring the Group's progress in achieving them. The table below sets out the measurable objectives to achieve gender diversity set by the Board during the Reporting Period, and the progress towards achieving those objectives as at 30 June 2023.

Group	Target – by 30 June 2024	Actual – at 30 June 2023	Prior year – at 30 June 2022
Board	>= 30% female	33% Female	17% Female
Senior executives	>= 20% female	10% Female	10% Female
Employees generally	>= 40% female	42% Female	42% Female

For these purposes, the term "senior executives" refers to the Managing Director and CEO and the 9 other senior executives who report directly to him.

In assessing the progress towards achieving gender diversity objectives, the Company recognises that some of the Company's employees may not identify as either male or female.

In terms of the Board target, the Board was pleased to welcome Non-Executive Director Rachel Gatehouse to the Board in December 2022. Rachel's appointment, coupled with the departure of Non-Executive Director Jonathan Lechte in November 2022, means that the Company has now achieved its target >30% female Board member metric.

The Group conducted its inaugural Gender Pay Gap Analysis during the reporting period. Pay equity across the five main role bands is detailed below¹.

	Representation of women	Pay equity	Gender pay gap
Role Band A	40%	95%	(5%)
Role Band B	44%	97%	(3%)
Role Band C	48%	103%	3%
Role Band D	50%	102%	2%
Role Band E	50%	106%	6%
Weighted average for Role Bands A-E	46%	100%	0%

The majority of roles at MONEYME are unique, with different skill sets and experience required, which makes like-for-like comparisons difficult. However, the Board considers that the five bands above provide a good indication of both representation of women and pay equity across the business as a whole.

Executive roles have been excluded from the above table due to insufficient representation of women to make a fair assessment. The Group's gender pay gap excluding executives is 5% and including executives is 24%.

The Board acknowledges that there is room for improvement with increasing the representation of women at the executive level. MONEYME remains committed to diverse representation and pay equity, and acknowledges that change will take time as the Group always intends to minimise turnover, especially at a senior executive level.

An action plan has been developed with the oversight of the Remuneration and Nominations Committee (**RNC**) including:

- implementation of pay equity protocols into the Company's recruitment and annual performance review processes;
- specific identification of emerging female leaders in succession planning activities;
- review of current salary banding structures; and
- conducting further gender pay equity reviews at least annually to verify the effect of the other actions identified in the action plan.

The RNC has oversight of delivery of the actions identified in the action plan in order to reduce the gender pay gap.

To further enhance the Group's approach to diversity and inclusion, MONEYME became an official member of Women in Banking and Finance (**WiBF**) in FY23. WiBF is a not-for-profit membership association with the goal of promoting and enhancing women leaders in the banking and finance

¹ Pay equity reflects the average base salary for women expressed as a percentage of men's average base salary. All pay equity and gender pay gap figures reflect only base salary comparisons and do not include other remuneration features such as bonuses or equity.

sector. The Group also sponsored three women, who are current or prospective leaders, to attend the two-day Future Women Leadership Summit and present their learnings and recommendations to the wider business.

The Company's Diversity Policy does not focus solely on gender diversity but also supports diversity in sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, socio-economic or cultural background, perspective and experience. The Company gives employees the option to anonymously record their racial or ethnic diversity through annual diversity and inclusion survey. More than 70% of employees completed the most recent survey in December 2022. In this survey, more than 40% of employees identified themselves as being from a racial or ethnic minority group, compared to more than 35% in December 2021. This figure was more than 35% at a management level in December 2022, compared to 50% in December 2021.

Board performance evaluation

The Board Charter provides that the Board will regularly carry out a formal review of its performance, and the performance of its committees and each director.

The Board intends to evaluate its performance and the performance of its committees and directors at least annually through either:

- self-evaluations under which directors provide responses to questions in the form of a survey, and those responses are discussed by the Board; or
- an externally-facilitated evaluation run by an external organisation and involving both questionnaires and face to face interviews with directors and, to the extent appropriate, members of management.

The Board has previously disclosed that it intends to conduct an externally-facilitated evaluation at least once every three years. Following internal self-evaluations in respect of both FY21 and FY22, the Board initially intended to commission an externally-facilitated evaluation during FY23 but during the year concluded that this would not be the most effective use of the Board's time and the Company's resources having regard to the significant strategic and funding issues that impacted the Company during FY23. Accordingly, during the Reporting Period, the Board conducted a further self-evaluation based on a detailed questionnaire to which all directors responded anonymously. The Board reviewed and discussed the responses to the survey and has agreed a number of additional actions to enhance the Board's performance, which will be implemented during FY24. The Board now intends to proceed with an externally-facilitated evaluation during FY24.

Senior executive performance evaluation

The Board Charter provides that the Board will regularly carry out a formal review of the performance of its senior executives. During the Reporting Period, the Board reviewed the performance of the CEO and the CFO against agreed strategic goals, company performance goals and individual goals. Further information in this area is included in Company's FY23 Remuneration Report contained within the FY23 Annual Report.

PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND TO ADD VALUE

Board composition

In accordance with its Charter, the Board has a majority of independent, non-executive directors. The Board has six directors comprising the Managing Director and CEO, Clayton Howes, and five non-executive directors, of whom four are considered independent. The Chair of the Board, Peter Coad, is an independent, non-executive director.

During the year, the Board appointed one new director, Rachel Gatehouse, and one director, Jonathan Lechte, stepped down from the Board. The Board considers Rachel Gatehouse to be an independent director.

Board skills and experience

As set out in the Board Charter, the Board aims to have a mix of skills, experience, expertise and diversity appropriate to the Group's business and sufficient to allow the Board to discharge its duties and responsibilities effectively.

The RNC and the Board have developed a Board skills matrix to assist in identifying any gaps in the skills and experience of the directors on the Board. The skills matrix is set out below and notes against each category of skills and experience the total number of directors, out of six, who have that skill as a primary skill and the total number of directors, out of six, who have that skill as a secondary skill. Further details of the experience of each director are set out in the director biographies contained on the Company's website.

Skills	Explanation	Primary skill	Secondary skill
Financial services experience	Expertise and experience working in or advising participants in the financial services industry including knowledge of consumer credit risks	5	1
Executive leadership	Held senior executive position in a listed company or another organisation of significant size	5	1
Listed company or equivalent experience	Experience as a director on a listed company board or member of governance bodies of other large organisations	5	1
Financial reporting	Senior executive or advisory experience in financial accounting and reporting, corporate finance and internal controls	5	1
Risk management	Experience in identifying, assessing and managing strategic, operational and financial risks through risk and compliance frameworks	5	1
Strategy	Developing strategy and implementing plans to achieve an organisation's long-term strategic objectives	5	1

Skills	Explanation	Primary skill	Secondary skill
Sales, marketing and customer focus	Developing and implementing consumer-facing sales and marketing strategies and delivering improved customer outcomes	4	2
Digital technologies	Developing and leveraging digital technologies, including digital disruption	4	2
Capital management	Corporate capital management strategies, including debt financing, securitisation and equity capital raisings	5	1
Organisational capability	Building workforce capability, including setting remuneration frameworks to attract and retain high calibre people	6	0
Workplace culture and safety	Developing positive workplace culture and oversight of workplace health and safety issues in an office-based environment	5	1
Board governance	Establishment and oversight of governance frameworks, policies and processes appropriate to a listed company	5	1
Environment and social responsibility	Developing and monitoring programs to manage the environmental, social and community impacts of business operations	2	3
Mergers, acquisitions and partnerships	Evaluating and implementing mergers, acquisitions, divestments and strategic partnerships	3	3

The appointment of Rachel Gatehouse during the reporting period has brought additional skills and experience to the Board, particularly in the financial reporting area.

Independence and tenure

A director is considered independent by the Company if the director is a non-executive director who is not a member of management and is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

The Board assesses on an ongoing basis whether each non-executive director is independent having regard to the criteria for independence set out in the Recommendations. The directors are required to provide all information to the Board which may be relevant to this assessment.

The Board currently considers each of Peter Coad, Rachel Gatehouse, Dave Taylor and Susan Wynne to be independent directors when assessed in accordance with the criteria set out in the Recommendations.

The Board does not consider non-executive director Scott Emery to be independent by reason of his substantial shareholding in the Company. The Board does not consider executive director Clayton Howes to be independent by reason of his role as CEO and his substantial shareholding in the Company.

All of the current directors other than Dave Taylor and Rachel Gatehouse were appointed upon the Company's incorporation on 11 October 2019 and accordingly have a tenure of 3 years and 10 months as at the date of this Corporate Governance Statement. Dave Taylor was appointed on 15 March 2022 and accordingly has a tenure of 1 year and 5 months as at the date of this Corporate Governance Statement. Rachel Gatehouse was appointed on 21 December 2022 and accordingly has a tenure of 8 months as at the date of this Corporate Governance Statement.

Nomination Committee

The Board has a Remuneration and Nomination Committee (**RNC**). The RNC currently consists of three non-executive directors, Peter Coad, Scott Emery and Susan Wynne, of whom two are independent. It is chaired by independent non-executive director Susan Wynne.

The RNC has a Charter approved by the Board which establishes the Committee's terms of reference and operating procedures. The RNC Charter is disclosed on the Company's website.

The RNC meets as frequently as required to undertake its role effectively. The RNC met five times during the Reporting Period. The attendance of the members of the RNC at each meeting held during the Reporting Period is set out in the FY23 Annual Report.

Director induction, training and professional development

The Board Charter provides that new directors will be briefed on their roles and responsibilities and the minutes and papers of Board and committee meetings will be made available to them.

The Board Charter also provides that time will be allocated at Board and committee meetings for the continuing education of directors on significant issues facing the Company and changes to the regulatory environment. During the Reporting Period, the Board received external presentations at Board meetings on several current topics. In the Board performance evaluation conducted during the Reporting Period, a number of additional areas for continuing education were identified, and a range of external presentations have been arranged for the Board during FY24.

PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Values and Code of Conduct

The Group's core values are as follows:

- **We challenge**
- **We move fast**
- **We have heart**

The Board has also approved the following descriptions of these values. These descriptions are not fundamental to the values that they describe, and may be varied change over time or according to context.

We challenge	We move fast	We have heart
We dare to question, we aim higher, and we fight for better	We exist to save you time, we drive change, and we move in the same direction	We are bold, we lead with purpose, and we are passionate about our people and planet

The Company has a Code of Conduct which applies to, among others, its directors and senior executives and all other employees of the Group. The Code of Conduct is disclosed on the Company's website. The Code of Conduct was reviewed by the Board and updated during the Reporting Period.

The Code of Conduct lists a number of roles within the organisation to whom breaches of the Code of Conduct may be reported. People holding those roles are required to ensure that material breaches of the Code of Conduct reported to them are brought to the attention of the Board.

Whistleblower Policy and Anti-Bribery and Corruption Policy

The Company has a Whistleblower Policy and an Anti-Bribery and Corruption Policy which are disclosed on the Company's website. The Anti-Bribery and Corruption Policy was reviewed by the Board and updated during the Reporting Period.

The Company has engaged an external whistleblowing service provider to provide a secure and confidential means for people to make whistleblowing disclosures. Information about the number and nature of whistleblowing disclosures received is reported to the Audit and Risk Management Committee on a quarterly basis.

Any material breaches of the Anti-Bribery and Corruption Policy are required to be reported to the Board. No breaches were reported in the Reporting Period.

PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Audit and Risk Management Committee

The Board has an Audit and Risk Management Committee (**ARC**). The ARC currently consists of three independent non-executive directors, Rachel Gatehouse, Peter Coad and Dave Taylor. It is chaired by independent non-executive director Rachel Gatehouse, who is not the Board Chair. From the start of the Reporting Period until 30 November 2022, the ARC was chaired by another independent non-executive director, Jonathan Lechte.

The qualifications of the directors on the ARC are set out in the FY23 Annual Report. The Board considers that the ARC is an appropriate size and is sufficiently independent.

The ARC has a Charter approved by the Board which establishes the Committee's terms of reference and operating procedures. The ARC Charter is disclosed on the Company's website.

The ARC meets as frequently as required to undertake its role effectively. The ARC met five times during the Reporting Period. The attendance of the members of the ARC at each meeting held during the year is set out in the FY23 Annual Report.

The Company's external auditor is also invited to present to the ARC throughout the year. The external auditor presented at all five meetings in the Reporting Period. The ARC also has

arrangements in place to meet with its external auditors without management present, with a number of in camera meetings held with the external auditors during the Reporting Period.

CEO and CFO declarations

Before approving the financial statements for the financial year ended 30 June 2023, the Board received written declarations from the Managing Director and CEO and from the CFO meeting the requirements of section 295A of the Corporations Act and complying with Recommendation 4.2 of the Recommendations. Before the approval of the financial statements for the half year ended 31 December 2022, the Board received written declarations from the Managing Director and CEO from the CFO complying with Recommendation 4.2.

Verification of integrity of periodic corporate reports

All periodic corporate reports of the Company released to the market that have not been subject to audit or review by an external auditor are reviewed and approved prior to release by the Disclosure Committee. Verification processes include a segregation of duties between the area or person providing the initial information or drafting and the person or area completing the review. Financial information in particular is reviewed and approved by the CFO or his delegate and when appropriate by reference to an internal or external source document. Disclosure Committee members confirm approval in writing before a release is made to the market.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Disclosure Policy

The Company has in place a Disclosure Policy designed to ensure that the Company complies with its continuous disclosure obligations under the ASX Listing Rules and to ensure accountability at a Board and senior executive level for such compliance. The Disclosure Policy is disclosed on the Company's website.

The Board has appointed a Disclosure Committee consisting of the Chair, the Managing Director and CEO, the CFO and the Company Secretary to review drafts of all material ASX announcements and the Company Secretary releases those announcements once the Disclosure Committee has approved them for release. Announcements of a routine nature are approved for release by the Managing Director and CEO or the Company Secretary prior to release.

Circulation of material announcements to the Board

The Company Secretary is responsible for circulating to the Board copies of all material ASX announcements released by the Company promptly after their release.

Investor and analyst presentations

All substantive investor and analyst presentations are released to ASX.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Information on website

The Company provides the necessary information about the Group and its governance on its website pursuant to its Shareholder Communication Policy. The Shareholder Communication Policy was reviewed and updated during the Reporting Period and is disclosed on the Company's website.

Investor relations program

The Company's Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication:

- through the Company's AGM, where shareholder participation is actively encouraged and facilitated;
- by providing shareholders with information via the investor section of the Company's website including copies of all ASX announcements, copies of relevant corporate governance documents, and presentations, webcasts and videos relating to the Company's financial results and material business initiatives; and
- by allowing shareholders to receive email communications and send email communications directly to the Company and to the Company's share registry.

Participation and voting at shareholder meetings

The Board encourages shareholder participation in shareholder meetings by enabling shareholders to ask questions both before and during each meeting, and by including details of how shareholders may do this in each notice of meeting.

The Company's AGM held in November 2022 and the Extraordinary General Meetings of shareholders held in October 2022 and May 2023 were all held as hybrid meetings allowing shareholders to attend the AGM in person, or via an online platform. All shareholders and proxies who logged into the online platform were given the opportunity to ask questions online or by telephone during the meeting.

All substantive resolutions considered at the AGM in November 2022 and the Extraordinary General Meetings of shareholders held in October 2022 and May 2023 were decided by a poll rather than by a show of hands.

Electronic communication with shareholders

The Company's Shareholder Communication Policy provides securityholders the option to receive and send electronic communications directly to the Company and to the Company's share registry.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Risk oversight and management

The Company recognises risk management as a fundamental part of good corporate governance and a key driver in achieving its strategic and operational objectives. The Board is ultimately responsible for approving the Group's risk management framework and setting the risk appetite within which the Board expects management to operate. The Board is assisted by the Audit and Risk Management Committee (**ARC**) which oversees the Company's risk management activities.

Risk Appetite Statement and key risk areas

The Risk Appetite Statement approved by the Board notes that MONEYME accepts a level of risk designed to allow it to successfully implement its business plan and continue to increase its market value, grow its business and operate as a going concern. It requires management to prioritise taking ongoing and pro-active actions to support positive outcomes and minimise the risk of sub-optimal or

adverse outcomes in the key risk areas noted below. The Risk Appetite Statement was reviewed by the Board and updated during the Reporting Period.

The following table is taken from the latest Risk Appetite Statement approved by the Board and sets out the 10 key risk areas identified in the Risk Appetite Statement and a description of the key risks in each of those areas:

Key Risk Area	Risk Description
1. Governance Risk	<p>This is the risk that the Group’s oversight and risk management systems, from policy setting, review and update to control assurance and risk/issue management processes are not effective to meet the needs and expectations of stakeholders, from employees and shareholders to customers, funders, regulators and the broader community.</p>
2. Credit Risk	<p>MONEYME’s customers may not pay the principal, interest and fees owing to MONEYME under their contract, which could result in a decrease in revenue and operating cash flows received, and an increase in expenses (including an increase in impairment expenses). If MONEYME’s exposure to bad debts as a result of customers failing to repay their financial obligations to MONEYME is higher than expected, it will have a material adverse effect on MONEYME’s profitability.</p> <p>MONEYME’s funding arrangements also contain limits on the arrears or loss rates of receivables in the Warehouse Trusts which, if exceeded, may result in drawdowns being refused by the funders of those facilities. MONEYME’s ability to access funding is also predicated on its ability to generate stable Static Loss Rates over time, so if funders lose confidence in MONEYME’s ability to underwrite credit to the standard expected MONEYME may find it more difficult to obtain funding or obtain funding on satisfactory terms.</p>
3. Technology and Cyber Security Risk	<p>This risk area covers technology related processing failures, technology relevance and data security as further outlined below.</p> <p><i>Processing failures</i></p> <p>MONEYME is dependent on the Horizon Technology Platform to deliver access to finance for customers, collect payments from customers and successfully price credit risk. The Horizon Technology Platform may experience downtime or interruption due to system failures, service outages, corruption of information technology network or information systems as a result of computer viruses, bugs, worms or cyber-attacks, as well as natural disasters, fire, power outages or other events outside the control of MONEYME. Any systemic failure could cause significant damage to MONEYME’s reputation, its ability to make informed credit decisions and assess the credit performance of its loan book, its ability to service customers in a timely manner, retain existing customers and generate new customers, any of which could have a materially adverse impact on MONEYME’s business, operating and financial performance, and/or growth.</p> <p><i>Technology relevance</i></p> <p>MONEYME’s technology platform or product offering may also become</p>

Key Risk Area	Risk Description
	<p>obsolete or outdated through the investment of its peers in superior technology and/or product offerings, increased access to data through the introduction of positive credit reporting reforms or general market developments. This could necessitate MONEYME to undertake substantial investment in updating or improving its current technology platform and product offering, which could have a material adverse impact on MONEYME's business, operating and financial performance, and/or growth.</p> <p><i>Data security</i></p> <p>By their nature, information technology systems are susceptible to security issues, including cyber-attacks and other unauthorised access to data and information. Any data security breaches or MONEYME's failure to protect private customer information (including through cyber-attacks) could result in a significant disruption to MONEYME's systems, reputational damage, loss of system integrity and breaches of MONEYME's obligations under applicable laws. An obligation under privacy laws to notify individuals and the Australian Information Commission of the breach could reduce MONEYME's ability to retain existing customers and generate new customers, any of which could have a material adverse impact on its business, operating and financial performance and reputation.</p>
<p>4. Liquidity and Funding</p>	<p>MONEYME's ability to write new loans on favourable terms depends, in turn, on its ability to access funding and the terms on which such funding is obtained. Accordingly:</p> <ul style="list-style-type: none"> • if MONEYME is not able to secure additional funding (as and when it is required), MONEYME may not be able to write new loans or its ability to do so may be restricted; and • if there is a loss or an adverse impact (for instance an increase in the cost of capital) to MONEYME's current funding sources (including the Horizon Warehouse and the Velocity Warehouse), or any future funding sources, MONEYME's ability to write new loans on favourable and/or competitive terms will be limited. <p>MONEYME may not be able to extend the financing term or increase the funding capacity of its Warehouse Trusts beyond their existing terms and/or, when renegotiating an extension or increase, may not be able to do so on the same or more favourable terms. In addition, MONEYME may not be able to enter into new warehouse facilities or other funding arrangements (including as part of a refinancing) sufficient to meet its business requirements. This could impact MONEYME's ability to write new loans or write new loans on competitive terms.</p>

Key Risk Area	Risk Description
5. Regulatory Compliance	<p>MONEYME is subject to a range of laws, regulations and industry standards including (but not limited to) the National Consumer Credit Protection Act 2009 (Cth) (NCCP Act), the Financial Sector (Collection of Data) Act 2001 (Cth) (FSCODA) and the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth), each of which creates conduct and disclosure obligations applicable to MONEYME, and are liable to change with developments in political, regulator and consumer expectations.</p> <p>Failure to comply with these laws, regulations and industry compliance standards could adversely impact MONEYME's business through civil penalty proceedings, loss or suspension of licence, increased compliance costs, the cessation of certain business activities, restrictions on product and service expansion, litigation and disputes, regulatory enquiry or investigation and reputational damage.</p>
6. Operational Risk	<p>Overall, failure of MONEYME's controls and procedures to manage operational risk could result in reputational damage and potential litigation for MONEYME and may have a materially adverse impact on MONEYME's business, operating and financial performance, and/or growth. Key specific operational risks are highlighted below.</p> <p><i>Human error/fraud</i> MONEYME is exposed to human error and fraud relating to employees not carrying out their duties responsibly and in line with agreed policy and process. These risks include employees providing a customer with misleading or inaccurate information in relation to the cost of their loan or their loan repayment options which could result in an unfair customer outcome.</p> <p><i>Reliance on third party systems suppliers</i> The Horizon Technology Platform (and by extension the MONEYME Business) relies on key inputs from third parties to operate, from third-party credit agencies and contracts with third-party information technology suppliers and software providers to use of third-party payment providers and third party for cloud-hosting and data repository services. MONEYME's business is consequently exposed to the ongoing availability, data security and quality of third-party services and products at affordable price points. Disruption in relation to third party system providers, or exposure through a cyber security event, could have a material adverse effect on MONEYME's business, financial condition, operating and financial performance, customer reputation, cost of funding and/or growth.</p>
7. People	<p>The successful operation of MONEYME depends on the performance and expertise of its key management personnel and high performing employees with specialist skills (including technology and credit risk assessment). The loss of certain key personnel, and the inability to attract and retain replacements or new key personnel, may have a materially adverse impact on MONEYME's business, operating and financial performance, and/or growth.</p>

Key Risk Area	Risk Description
8. Customer and Brand Reputation	The strength of MONEYPE's brand and reputation is an important part of retaining and growing its customer bases and, accordingly, an event that has a negative impact on MONEYPE's brand could have a material adverse impact on the demand for MONEYPE's products. This may adversely impact MONEYPE's business, financial condition, operating performance, and/or growth.
9. Financial Performance	MONEYPE has developed a number of growth strategies which include increasing MONEYPE's market penetration, increasing MONEYPE's Total Addressable Market through product innovation and entering new geographies. There is no guarantee that all or any of MONEYPE's growth strategies will be successfully implemented, deliver the expected returns or ultimately be profitable. There is also a risk that the growth strategies may be subjected to unexpected delays and additional implementation costs. Any change to MONEYPE's ability to achieve any or all of its growth strategies, or the market's perception of MONEYPE's ability to deliver growth to Shareholders, is likely to have a significant impact on MONEYPE's share price.
10. Environmental and Social Risk	This is the risk that MONEYPE does not meet expectations of its stakeholders in relation to the environment and to social matters.

Audit and Risk Management Committee

The ARC currently consists of three independent non-executive directors, Rachel Gatehouse, Peter Coad and Dave Taylor. It is chaired by independent non-executive director Rachel Gatehouse. From the start of the Reporting Period until 30 November 2022, the ARC was chaired by another independent non-executive director, Jonathan Lechte.

The qualifications of the directors on the ARC are set out in the FY23 Annual Report. The Board considers that the ARC is an appropriate size and is sufficiently independent.

The ARC has a Charter approved by the Board which establishes the Committee's terms of reference and operating procedures. The ARC Charter is disclosed on the Company's website.

The ARC meets as frequently as required to undertake its role effectively. The ARC met five times during the Reporting Period. The attendance of the members of the ARC at each meeting held during the year is set out in the FY23 Annual Report.

The Company's outsourced internal auditor, BDO, presented at three of the five ARC meetings in the Reporting Period. The ARC also met with the internal auditor without management present during the Reporting Period.

Risk management framework

The Company has in place a Risk Management Policy approved by the Board, which is disclosed on the Company's website. The Risk Management Policy was reviewed and updated during the Reporting Period. The Risk Management Policy is implemented through a risk management framework comprising:

- the Board-approved risk appetite statement referred to above;
- a process for setting risk tolerances and for monitoring compliance with each tolerance, and taking appropriate action if any tolerance is breached; and
- a process for periodic review of risk appetite and risk tolerances.

This risk management framework is supported by a number of internal policies which are designed to enable the Group to manage material business risks within the risk appetite set by the Board.

Under its Charter, the ARC is responsible for reviewing the risk profile of the Company at least annually to satisfy itself that it continues to be sound, including whether there have been any changes to material business risks and whether the Company is operating within the risk appetite set by the Board. The ARC undertook a review of the risk management framework described above during the Reporting Period.

Internal audit function

Under the ARC Charter, the Committee is responsible for reviewing and recommending to the Board at least annually whether a specific internal audit function is required and, if such a function exists, for reviewing the effectiveness of that internal audit function.

An outsourced internal audit function provided by BDO commenced on 1 July 2022 and was in place for the whole of the Reporting Period. The internal audit function provides independent assurance to the ARC regarding the adequacy and effectiveness of the Company's governance, risk management and internal control processes. Internal audits are carried out in accordance with an internal audit plan, which is prepared by the internal auditor in consultation with management, and approved and monitored by the ARC.

In addition to the internal audit function, the Company continues to use a number of other tools to evaluate and continually improve the effectiveness of its governance, risk management and internal control processes. These include Key Risk Indicators reporting against set Risk Appetite measures, regular review and update of a Risk, Issues and Opportunities Register and Policy Register and regular review and update of policy compliance checklists.

Environmental and social risks

The Board does not consider that the Company has a material exposure to environmental risks or social risks within the definitions set out in the Recommendations. However, the Company is exposed to other types of environmental and social risks as described above under the heading "Key risks". For more information on the Group's environmental and social risk management and general sustainability performance and initiatives, see MONEYME's 2023 Sustainability Report published alongside the FY23 Annual Report.

The Company's Environmental & Social Policy was adopted in FY22 and reviewed and updated again in FY23. The Policy states, among other things, that:

- MONEYME considers its purpose as a company is to deliver returns to shareholders whilst having an overall positive impact on society and the environment, and therefore environmental and social risk is to be managed in line with this company purpose;

- in order to adequately meet its purpose, MONEYME must give consideration to stakeholders that comprise society and the environment. Therefore, in discharging their duties, the directors and officers of the Company will include in their consideration the following factors:
 - the likely consequences of any decision or act of the company in the long term; and
 - the interests of the company’s employees; and
 - the need to foster the company’s business relationships with suppliers, customers and others; and
 - the impact of the company’s operations on the community and the environment; and
 - the desirability of the company maintaining a reputation for high standards of business conduct; and
 - the interests of the members of the Company;
 - the ability of the company to create an overall positive impact on society and the environment; and
- these stakeholders are to be formally considered at all Board, Board Committee, and management-level committee meetings;
- MONEYME will periodically engage with relevant stakeholders, especially its customers, to assess their expectations regarding the Group’s ESG priorities and performance, including through conducting ESG materiality assessments;
- environmental and social risk is to be managed with direct reference to the purpose and stakeholder statements above; and
- MONEYME will periodically conduct climate-related risk assessments, considering both transition and physical risks over the short, medium, and long-term. Climate risk assessments are to be conducted at least once every 2 years.

At the Company’s Annual General Meeting held in November 2022, shareholders approved changes to the Company’s Constitution which:

- include in the Constitution a new “purpose clause” which sets out the Company’s overall purpose, being to deliver returns to shareholders while having an overall positive impact on society and the environment; and
- provide that the directors and other officers of the Company must, in discharging their duties, include in their consideration a range of factors (in respect of which they need not give priority to a particular factor over another) relating to the broader social impact and sustainability of the Company’s operations. These factors mirror the factors set out in the Environmental & Social Policy as described above.

The Environmental & Social Policy also sets a framework for Environmental & Social reporting including:

- reporting to the market via annual Sustainability Reports and via ESG disclosures in Investor Presentations;

- reporting to the Board via an annual ESG Scorecard and ESG Initiatives Paper, a quarterly performance report against annual ESG targets, and quarterly reporting against Environmental & Social Key Risk Indicators; and
- reporting to management-level committees via Environmental & Social risk status reports to the Operational Risk and Compliance Committee (**ORC**), ESG Summary Scorecard and environmental, social, and governance initiatives scorecards reported to the Management Committee and an Environmental & Social Risk Policy Compliance Checklist reported to the ORC.

A detailed discussion of the Group's approach to a range of environmental, social and governance matters is set out in the 2023 Sustainability Report published alongside the FY23 Annual Report.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Remuneration Committee

The Board has a Remuneration and Nomination Committee (**RNC**). The RNC currently consists of three non-executive directors, Peter Coad, Scott Emery and Susan Wynne, of whom two are independent. It is chaired by independent non-executive director Susan Wynne.

The RNC has a Charter approved by the Board which establishes the Committee's terms of reference and operating procedures. The RNC Charter is disclosed on the Company's website.

The RNC meets as frequently as required to undertake its role effectively. The RNC met five times during the Reporting Period. The attendance of the members of the RNC at each meeting held during the year is set out in the FY23 Annual Report.

Remuneration policies and practices

Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management are disclosed in the Remuneration Report which forms part of the FY23 Annual Report.

Limitation of economic risks under equity-based remuneration schemes

The Company's Securities Trading Policy prohibits directors and senior management (and their associated investment vehicles) from trading in financial products that limit the economic risk to those people of holding MONEYME securities (for example, hedging arrangements). The Securities Trading Policy is disclosed on the Company's website.