

27 October 2023

Dear Shareholder,

MONEYME Limited's 2023 Annual General Meeting

On behalf of the Board of Directors of MONEYME Limited (**MONEYME**), I am pleased to invite you to MONEYME's 2023 Annual General Meeting (**AGM** or **Meeting**), to be held at MONEYME's offices at Level 7, 352 Hunter Street, Newcastle, New South Wales on **Wednesday, 29 November 2023** commencing at **11.00 am AEDT**.

For those shareholders who are unable to attend the AGM, we will also provide an audio webcast of the AGM. Shareholders who join the webcast will be able to listen to the proceedings of the Meeting and view the slides accompanying the presentations from myself and Mr Clayton Howes, our Managing Director and CEO. However, shareholders will not be able to vote or ask questions during the Meeting via the webcast.

Further details on how shareholders may participate at the AGM (including how shareholders who are not attending in person can vote and ask questions before the AGM), are set out in the attached Notice of Meeting and your Voting Form. Details of how shareholders may join the AGM webcast are also set out in the Notice of Meeting.

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 Voting Form. Your Voting 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 Directors of MONEYME unanimously recommend that shareholders vote in favour of all resolutions to be proposed at the AGM.

If you haven't already, I encourage you to elect to receive documents from MONEYME electronically. It enables us to provide you with information more quickly and is consistent with our commitment to sustainable business practices. You can update your preferences via Link Market Services' investor portal at <https://investorcentre.linkmarketservices.com.au> or by telephoning them on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia).

Thank you for your continued support of MONEYME and I look forward to your attendance at the AGM.

Yours sincerely,



Peter Coad
Chairman

MONEYME Limited ACN 636 747 414

Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting (**AGM** or the **Meeting**) of the shareholders of MONEYME Limited ACN 636 747 414 (**MONEYME** or the **Company**) will be held as follows:

Date: **Wednesday, 29 November 2023**
Time: **11.00am AEDT**
Venue: **Level 7, 352 Hunter Street, Newcastle, New South Wales**

A webcast of the AGM will be available at <https://meetings.linkgroup.com/MMEAGM23> (**Webcast**) for Shareholders to listen to the proceedings of the Meeting and view the slides accompanying the presentations to be given to the meeting.

NOTE: Shareholders who listen to the audio Webcast and view the presentations online will not be able to vote or ask questions during the Meeting via the Webcast.

Registration for shareholders attending the Meeting in person will commence at 10.30am. Shareholders attending the Meeting in person are encouraged to bring their Voting Form to assist in registration.

For shareholders wishing to view the Webcast, please log in using a computer or mobile device with internet access and a supported web browser, at least 15 minutes prior to the scheduled start time for the Meeting. To log in to the Webcast, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), which is printed at the top of their Voting Form, along with their postcode.

The Explanatory Notes and the Voting Form are incorporated in, and comprise part of, this Notice of Meeting. The Voting 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 2023 and then to consider 4 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 2023.

MONEYME's FY23 Annual Report, which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report for the year ended 30 June 2023 is available on the Company's website at <https://investors.moneyme.com.au> under the 'Announcements & Reports' tab.

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 2023 be adopted.”

Note: the Remuneration Report is set out at pages 24 to 35 of MONEYME’s FY23 Annual Report, available at <https://investors.moneyme.com.au> under the Announcements & Reports tab. In accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**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 7.1(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 Rachel Gatehouse as a Director

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

“That Ms Rachel Gatehouse, who retires in accordance with Rule 7.1(e) of the Company’s Constitution and, being eligible, offers herself for re-election, is re-elected as a Director of the Company.”

4. Issue of 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 11,875,000 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.”

By order of the Board
27 October 2023



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 2023; 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 2001 (Cth), 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 Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

The terms **Key Management Personnel** and **Closely Related Party** have the same meaning as set out in the *Corporations Act 2001* (Cth).

Resolution 4 – 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 4 by or on behalf of:

- Clayton Howes; or
- an associate of Clayton Howes.

Additionally, in accordance with ASX Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 4 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 (or their associates) 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 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 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 4; and
- the holder votes on Resolution 4 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 4 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.

The terms **Key Management Personnel** and **Closely Related Party** have the same meaning as set out in the Corporations Act.

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 AEDT on Monday, 27 November 2023** 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.

Format of the Meeting

The Company will hold the Meeting as an in person meeting, in a manner that is consistent with the Corporations Act and the Constitution of MONEYME. Shareholders can attend in person at Level 7, 352 Hunter Street, Newcastle NSW.

Registration for the AGM will commence from **10.30am AEDT on Wednesday, 29 November 2023** (half an hour before the AGM).

Voting in Person

To vote in person, shareholders must attend the Meeting on the date and at the place set out above.

Direct Voting

Alternatively, a shareholder may cast a direct vote in accordance with the instructions contained on the Voting Form. A direct vote will enable shareholders to vote on the resolutions to be considered at the Meeting by lodging their votes with the Company prior to the Meeting (and by the deadline set out in the 'Submission of Voting Forms' section below). If you cast a direct vote prior to the Meeting you may still attend the Meeting. If you attend the Meeting, the Chair has determined that your direct vote will not be cancelled unless you cast a vote during the Meeting.

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. You can appoint a proxy using the Voting Form. A proxy need not be a shareholder of the Company and can be an individual or a body corporate. If a shareholder who is entitled to vote at the Meeting appoints a proxy, they may specify the way that the proxy is to vote in relation to a resolution.

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 6.11(f)(i) of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the shareholder's votes. If you require an additional Voting Form, please contact the Share Registry on 1300 554 474.

Submission of Voting Forms

To be effective as a direct vote or as the appointment of a proxy, your completed Voting Form must be received at the Share Registry of the Company no later than **11.00am AEDT on Monday, 27 November 2023**, being 48 hours before the start of the AGM. An original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to the Share Registry. Voting Forms must be received before that time by one of the following methods:

Online	By logging onto the Link Market Services website at https://investorcentre.linkgroup.com and following the instructions on the Voting
--------	--

	Form, or by scanning the QR code on the back of your Voting Form using a mobile device.
By post	By posting the Voting 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 Voting Form in person to the following address between the hours of 9.00am to 5.00pm Monday to Friday, excluding public holidays: <i>MONEYME Limited</i> <i>c/- Link Market Services Limited</i> <i>Level 12, 680 George Street, Sydney, NSW 2000</i> OR <i>MONEYME Limited</i> <i>c/- Link Market Services Limited</i> <i>Parramatta Square, Level 22. Tower 6</i> <i>10 Darcy Street, Parramatta, NSW 2150</i>
By fax	By faxing the Voting Form to +61 2 9287 0309

To be valid, a Voting Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any Voting Form 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 AEDT on Monday, 27 November 2023**, 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 of section 250D of the Corporations 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 <https://investorcentre.linkgroup.com>.

Voting at the Meeting

Resolution 1, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolutions 2, 3 and 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.

Voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands. Subject to the voting exclusions, on a poll every shareholder has one vote for each share held.

Chair's Voting Intentions

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 the resolutions, then by submitting the Voting Form you will be expressly authorising the Chair to exercise your proxy on the resolutions. Subject to any voting exclusions or restrictions, the Chair of the Meeting intends to vote all available undirected proxies in favour of all resolutions.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a shareholder (including by attorney or corporate representative) is conclusive.

Shareholder Questions

Shareholders and proxyholders attending the Meeting in person will be given a reasonable opportunity to ask questions or make comments on the management of the Company during the AGM.

Shareholders joining the AGM via the Webcast will not be able to ask question during the Meeting.

Shareholders who are unable to attend the AGM in person or who may prefer to submit questions in advance may do so by logging onto <https://investorcentre.linkgroup.com>, selecting 'Voting' then clicking 'Ask a Question'.

To allow time to collate questions and prepare answers, please submit any questions by **5.00pm AEDT on Wednesday, 22 November 2023**. 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 proxyholders 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.

Responsibility Statement

Link Market Services Limited has had no involvement in the preparation of any part of this Notice of Meeting other than being named as the MONEYME Share Registry. Link Market Services Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Notice of Meeting.

Date

This Notice of Meeting and the accompanying Explanatory Notes are dated 27 October 2023.

Explanatory Notes

These Explanatory Notes have been prepared in relation to the business to be conducted at MONEYME's 2023 AGM to be held at **11.00am AEDT on Wednesday, 29 November 2023**.

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, 3 and 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 2023 be put to the vote of shareholders for adoption by way of a non-binding vote. The Remuneration Report is set out at pages 24 to 35 of MONEYME's FY23 Annual Report, available at <https://investors.moneyme.com.au> under the 'Announcements & Reports' tab.

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 7.1(f)(i) of the Company's Constitution and seeks re-election in accordance with Rule 7.1(i).

Mr Emery has over 30 years' experience in establishing and successfully running retail property development and hospitality and accommodation sector companies across Australia. 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 Remuneration and Nomination Committee.

The Board has considered whether Mr Emery has any interest, position or relationship that may interfere with 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 due to his indirect shareholding in the Company.

The Board considers that Mr Emery's experience in the areas of business management, capital raising and entrepreneurship 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 Rachel Gatehouse as a Director

The Board appointed Ms Gatehouse as a Non-Executive Director of the Company in December 2022. Under Rule 7.1(e) of the Company's Constitution, Ms Gatehouse is required to retire at the AGM, but is eligible for re-election under Rule 7.1(i) at the AGM. Ms Gatehouse seeks re-election in accordance with Rule 7.1(i) of the Company's Constitution.

Ms Gatehouse has over 30 years' financial services experience across the asset finance, retail banking and consumer finance sectors. Ms Gatehouse's most recent experience in venture capital backed firms includes solar financing fintech Brighte, where as CFO and COO she oversaw finance, credit, operations and funding. Previously, she held CFO and senior finance roles at HBOS Australia and ANZ Bank. Ms Gatehouse's governance experience includes Acting CEO of the Australian Institute of Company Directors and previous directorships at Landcare Australia and Capital Finance Australia Limited.

Ms Gatehouse holds a Bachelor of Economics and Finance from The University of New South Wales, is qualified as a Certified Practising Accountant, and has completed the Australian Institute of Directors' course.

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

The Board has considered whether Ms Gatehouse has any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors set out in the ASX Corporate Governance Council's Corporate Governance Principles & Recommendations (4th edition). The Board considers Ms Gatehouse to be an independent Director.

The Board considers that Ms Gatehouse's experience in the areas of risk management, financial management, governance and consumer finance has been and continues to be of great benefit to the Company. Prior to submitting herself for re-election, Ms Gatehouse confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company. The Board unanimously supports Ms Gatehouse's re-election.

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

Resolution 4 – Issue of Performance Rights to Mr Clayton Howes

Resolution 4 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 rights 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 11,875,000 Performance Rights to Mr Howes as part of his total remuneration package for the financial year ending 30 June 2024.

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, shareholder approval is required for the issue of 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 4 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 4 is approved by shareholders, the Company will issue 11,875,000 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 4 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 to 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 to be paid to 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 Board has undertaken a benchmarking exercise to assess Mr Howes' total remuneration against his peers in the fintech/non-bank finance sector. As a result of that exercise, the Board has determined that Mr Howes' remuneration for the financial year ended 30 June 2023 was lower than the remuneration of most of his peers. Mr Howes' total remuneration package has been increased accordingly, with the majority of the increase applied to the at-risk short-term incentive and long-term incentive components. The at-risk long-term incentive component of Mr Howes' remuneration for the financial year ending 30 June 2024 is \$950,000.

The number of Performance Rights to be granted to Mr Howes has been calculated by dividing \$950,000, being the dollar value of the award approved by the Board, by \$0.08, being the offer price of shares issued under the institutional placement and Share Purchase Plan undertaken by the Company in May and June 2023, respectively

It is proposed that Mr Howes be granted 11,875,000 Performance Rights.

Performance Periods

There are two Performance Periods: the first from 1 July 2023 to 30 June 2024 (**Performance Period 1**) and the second from 1 July 2024 to 30 June 2025 (**Performance Period 2**). In respect of each Performance Period, up to 5,937,500 Performance Rights (being 50% of the total number of Performance Rights proposed to be granted) will be available to vest, depending on the extent to which the Performance Conditions detailed below are satisfied in respect of that Performance Period.

Exercise of Vested Performance Rights

Vested Performance Rights will not become exercisable until the day following the release to ASX of the full year financial results for MONEYME for the period ended 30 June 2026.

Performance Conditions

The vesting of Performance Rights is subject to three Performance Conditions to be measured over each 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 three Performance Conditions are based on:

- Cash NPAT, with a maximum 40% of the total number of Performance Rights available in the relevant Performance Period vesting dependent on actual performance against this Performance Condition in the relevant Performance Period;
- Total Shareholder Returns, with a maximum 30% of the total number of Performance Rights available in the relevant Performance Period vesting dependent on actual performance against this Performance Condition in the relevant Performance Period; and
- Strategic initiatives, with a maximum 30% of the total number of Performance Rights available in the relevant Performance Period vesting dependent on actual performance against this Performance Condition in the relevant Performance Period.

The number of Performance Rights that will vest in relation to each Performance Condition in each Performance Period for particular performance levels is set out in the tables below:

Table 1: Cash NPAT* Performance Condition – applying to a maximum of 40% of Performance Rights available in relevant Performance Period	
Performance Level	Vesting percentage
100% or more of planned Cash NPAT in Board-approved Financial Plan	40%
Between 80% and 100% of planned Cash NPAT in Board-approved Financial Plan	Pro-rata vesting between 32% and 40%
Less than 80% of Planned Cash NPAT in Board-approved Financial Plan	0%

**Cash NPAT is Statutory Profit After Tax (NPAT) adjusted to remove non-recurring expenses, the impact of derivative fair value movements and an adjustment to use actual losses (gross charge-offs) rather than the AASB 9 based impairment expense.*

Table 2: Total Shareholder Return Performance Condition – applying to a maximum of 30% of Performance Rights available in relevant Performance Period	
Performance Level	Vesting percentage
Total Shareholder Return (reflecting share price and dividends) is 10% or more above S&P ASX Small Ordinaries Index	30%
Total Shareholder Return (reflecting share price and dividends) is equal to or up to 10% above S&P ASX Small Ordinaries Index	Pro-rata vesting between 24% and 30%
Total Shareholder Return (reflecting share price and dividends) is lower than S&P ASX Small Ordinaries Index	0%

Table 3: Strategic Initiatives Performance Condition – applying to a maximum of 30% of Performance Rights available in relevant Performance Period	
Performance Level	Vesting percentage
Delivery of all Board-approved strategic initiatives	30%
Partial delivery of Board-approved strategic initiatives	15%
No delivery of Board-approved strategic initiatives	0%

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 each 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 each Performance Period but will be subject to an exercise restriction whereby no vested Performance Rights will become exercisable until the day following the release of the results for MONEYME for the period ended 30 June 2026.
- Performance will be tested at the end of each Performance Period to determine the extent to which the Performance Conditions have been satisfied for that Performance Period.
- 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 (i.e. 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:

Name of the person and category under rules 10.14.1 – 10.14.3	Clayton Howes is the Managing Director and CEO of MONEYPE and, as a Director, falls within the category of people set out in ASX Listing Rule 10.14.1.
Number and class of securities proposed to be issued	It is proposed that 11,875,000 Performance Rights be granted to Mr Howes. The Performance Rights may convert to fully paid ordinary shares in MONEYPE on a one-for-one basis subject to the achievement of the Performance Conditions described above.
Director's current total remuneration package	Mr Howes' total remuneration package for FY2024 comprises: <ul style="list-style-type: none"> ○ annual remuneration of \$650,000; ○ a short term incentive of up to \$650,000; and ○ a long term incentive up to the value of \$950,000.
Number of securities previously issued to Mr Howes under the Plan	969,159 Performance Rights have previously been issued to Mr Howes under the Plan. No acquisition price was paid by Mr Howes for any of these Performance Rights.
Material terms of the securities	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.
Explanation of why that security is being used	The Performance Rights are being issued to incentivise Mr Howes to deliver the Company's growth strategy and drive financial performance in the interests of shareholders. The Board is satisfied that Mr Howes' remuneration arrangements are competitive relative to ASX market and industry peers. The 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:

	<ul style="list-style-type: none"> ○ they are unquoted, therefore their grant has no immediate dilutionary impact on shareholders; ○ their issue will align the interests of Mr Howes with those of shareholders; ○ their issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Howes as part of his long-term incentive; and ○ it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting Performance Rights on the terms proposed.
Value attributed to the securities	The value that the Company attributes to the Performance Rights being issued is \$950,000.
Date by which the securities will be issued	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 4 December 2023. In any event, the Performance Rights will be issued by no later than 30 June 2024.
Price at which the securities will be issued	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.
Summary of the material terms of the Plan	A summary of the material terms of the Plan is included at Attachment 1 to this Notice of Meeting.
Summary of the material terms of any loan in relation to the acquisition	No loan will be provided to Mr Howes in relation to the Performance Rights to be issued under the Plan.
Annual Report	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.
Exclusion of persons under rule 10.14	Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.
Voting exclusion	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 senior executives 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 4

No Director other than Mr Howes has an interest in the outcome of Resolution 4.

Directors' recommendation

The Directors, with Mr Howes abstaining, unanimously recommend that shareholders vote in favour of Resolution 4.

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

The key elements of the Plan are as follows:

Eligibility to participate	<p>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.</p>
Types of securities	<p>One or more of the following may be granted to eligible participants under the Plan:</p> <ul style="list-style-type: none"> • Performance Rights: the right to be allocated or issued a share subject to the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer; • options: the right to a share subject to the payment of the applicable exercise price, the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer; and/or • restricted shares: a share issued to an eligible participant subject to the restrictions and vesting conditions set out in the Plan, which may include a trading restriction.
Offers	<p>The Board, in its absolute discretion, may make offers to eligible participants to:</p> <ul style="list-style-type: none"> • participate in a grant of Performance Rights or options on the terms set out in the Plan and additional terms and conditions that the Board determines apply to an individual offer; and/or • acquire restricted shares (separate to, and independent from, any shares acquired under a Performance Right or option) subject to the specific terms contained in an individual invitation letter.
Consideration payable	<p>Unless otherwise determined by the Board, no payment is payable by an eligible participant on grant of a Performance Right, option or restricted share.</p>
Vesting	<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>

Cessation of employment	If a participant ceases to be an eligible participant before the vesting date of a Performance Right or the exercise of an option, the Performance Right or option lapses, unless otherwise determined by the Board in its discretion or in accordance with the specific terms contained in an invitation letter.
Restriction on dealing with shares	The Board may, in its discretion, impose restrictions on dealing with: <ul style="list-style-type: none">• shares allocated or issued on vesting of a Performance Right or option; or• restricted shares.
Change of control	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.