

ASX Announcement

22 April 2024

ASX Limited
ASX Market Announcements Officer
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Pepper Money Limited - Annual General Meeting

Pepper Money Limited (ASX: PPM, **Pepper Money**) advises that its Annual General Meeting (**AGM**) is scheduled to be held online at web.lumiagm.com/395-237-484 at 3.00pm (AEST) on Thursday, 23 May 2024.

Attached are the following documents in respect of the AGM:

1. Notice of Meeting and Explanatory Memorandum; and
2. Proxy Form

John Williams
General Counsel and Company
Secretary (Authorising Officer)

ENDS

About Pepper Money

Pepper Money is one of Australia and New Zealand's leading non-bank lenders. It was established in 2000 as a specialist residential home loan lender in Australia with a focus on providing innovative home loan solutions to customers that were being underserved by traditional lenders. Pepper Money today has a broad product offering of residential home loans, asset finance commercial real estate and novated leases in Australia and residential home loans in New Zealand. For more information visit www.peppermoney.com.au

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Notice of Annual General Meeting

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Notice is given that the 2024 Annual General Meeting of Pepper Money Limited (“Pepper Money” or “the Company”) will be held virtually on Thursday, 23 May 2024 at 3.00pm (AEST).

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The AGM will be held as a virtual meeting. If you wish to virtually attend the AGM, please refer to the Meeting ID and Shareholder ID on your personalised proxy form to login to the meeting at web.lumiagm.com/395-237-484

This Notice of Meeting can be accessed on the Company’s website at www.peppermoney.com.au/about/shareholders. Shareholders are also strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.



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Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Pepper Money will be held on:

Date: Thursday, 23 May 2024

Time: 3.00pm (AEST)

Place: To be held online (as a virtual Annual General Meeting)

Webcast: Shareholders and their proxyholders, corporate representatives and attorneys can register, view and participate in the meeting at web.lumiagm.com/395-237-484.

Online registration will open at 2.00pm (AEST) on Thursday, 23 May 2024. Further information on how to join the meeting virtually are set out in the Online Platform Guide.

Words that are defined in the Glossary have the same meaning when used in this Notice of Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

Ordinary Business

Financial statements and reports

To receive and consider the financial statements, the Directors' Report and the Auditor's Report of the Company for the year ended 31 December 2023.

Note: No resolution is required for this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report of the Company for the year ended 31 December 2023 as disclosed in the Directors' Report be adopted."

In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

Note: A voting exclusion statement applies to this item of business. See the section below headed 'Voting Exclusions' in this Notice of Meeting for further details.

Resolution 2: Re-election of James Desmond O'Shea as a Director

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

"That James Desmond O'Shea, retiring as a Director of the Company in accordance with rule 6.2(c) of the Company's constitution and who has consented to stand for re-election (and being eligible), be re-elected as a Director of the Company in accordance with rule 6.3(a)(i) of the Company's constitution."

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Resolution 3: Re-election of Michael John Cutter as a Director

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

“That Michael John Cutter, retiring as a Director of the Company in accordance with rule 6.2(c) of the Company’s constitution and who has consented to stand for re-election (and being eligible), be re-elected as a Director of the Company in accordance with rule 6.3(a)(i) of the Company’s constitution.”

Resolution 4: Issue of Rights under the Executive Rights Plan to Mario Rehayem

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given to grant 1,183,394 Rights to Director and Chief Executive Officer of the Company, Mario Rehayem, in respect of his long-term variable remuneration component for year ending 31 December 2024, in accordance with the relevant Executive Rights Plan rules and on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Note: A voting exclusion statement applies to this item of business. See the section below headed ‘Voting Exclusions’ in this Notice of Meeting for further details.

Resolution 5: Issue of Restricted Rights under the Short Term Variable Remuneration (“STVR”) Plan to Mario Rehayem

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given to grant 172,220 Restricted Rights to Director and Chief Executive Officer of the Company, Mario Rehayem, in respect of his short-term variable remuneration component for year ended 31 December 2023, in accordance with the relevant STVR Plan rules and on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Note: A voting exclusion statement applies to this item of business. See the section below headed ‘Voting Exclusions’ in this Notice of Meeting for further details.

By order of the Board



John Williams
Company Secretary
Pepper Money Limited

Dated: 22 April 2024

Voting Exclusions

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Resolution 1

Corporations Act

In accordance with sections 250R and 250BD of the Corporations Act, a vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1:

- a. by or on behalf of a member of the Key Management Personnel (“KMP”), whose remuneration details are included in the Remuneration Report for the year ended 31 December 2023 and/or any Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or
- b. as proxy by any person who is a member of the KMP as at the time Resolution 1 is voted on at the meeting or a Closely Related Party of such a member,

unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 1:

- a. in accordance with the express direction of the appointer on the Proxy form; or
- b. by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy in respect of Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolutions 2 and 3

There are no voting exclusions for Resolutions 2 and 3.

Resolution 4

Corporations Act

In accordance with section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolution 4 (in any capacity) by or on behalf a Related Party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a Related Party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Related Party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a Related Party.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 4 unless:

- a. the appointment specifies the way the proxy is to vote on Resolution 4; or
- b. the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 4. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against Resolution 4 or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on Resolution 4.

ASX Listing Rules

In accordance with ASX Listing Rule 10.14, the Company will disregard any votes cast in favour of the Resolution 4 by or on behalf of:

- a. the CEO, Mario Rehayem; or
- b. an Associate of that person.

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

- a. a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- b. the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 4; and
 - ii. the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

Corporations Act

In accordance with section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolution 5 (in any capacity) by or on behalf a Related Party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a Related Party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Related Party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a Related Party.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 5 unless:

- a. the appointment specifies the way the proxy is to vote on Resolution 5; or
- b. the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 5. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against Resolution 5 or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on Resolution 5.

ASX Listing Rules

In accordance with ASX Listing Rule 10.14, the Company will disregard any votes cast in favour of the Resolution 5 by or on behalf of:

- a. the CEO, Mario Rehayem; or
- b. an Associate of that person.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

Information for Shareholders

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Who may vote?	<p>In accordance with regulation 7.11.37 of the <i>Corporations Regulations 2001</i> (Cth), the Company has determined that persons whose names are set out in the register of shareholders of the Company as at 7.00pm (AEST) on Tuesday, 21 May 2024 are entitled to vote at the AGM (subject to the applicable voting exclusions set out above).</p>
How will voting be conducted?	<p>In accordance with the <i>Treasury Laws Amendment (2021 Measures No. 1) Act 2021</i> (Cth), the Chair will put all Resolutions to a poll at the AGM.</p> <p>Voting results on the Resolutions that are put to the meeting (including by proxy votes) will be announced to the ASX as soon as practicable following the conclusion of the AGM.</p>
How can I vote at the meeting?	<p>Shareholders can vote at the meeting by:</p> <ul style="list-style-type: none">• casting a live vote during the meeting (through the AGM Online Platform); or• by appointing a proxy (see below). <p>Shareholders or their attorneys wishing to vote should attend the meeting (and can vote through the AGM Online Platform).</p>
How do I appoint a proxy?	<p>A Shareholder who is entitled to vote at the meeting has a right to appoint up to two proxies to attend and vote for the Shareholder at the AGM. A proxy need not be a Shareholder. A proxy may be an individual or a body corporate.</p> <p>Where a Shareholder appoints two proxies, the appointment should specify the proportion or number of votes which each proxy may exercise. Fractions of votes will be disregarded. If the appointment does not specify the proportion or number of the Shareholders' votes each proxy may exercise, then each proxy may exercise half those votes.</p> <p>A proxy may decide whether or not to vote on any proposed Resolution, except where required by law or the Company's constitution to vote, or abstain from voting, in his or her capacity as proxy. If the Shareholder appointing the proxy:</p> <ul style="list-style-type: none">• directs the proxy how to vote on a proposed Resolution, then the proxy may vote on that Resolution only in the way directed; or• does not direct the proxy how to vote on a proposed Resolution, then the proxy may vote on that Resolution as the proxy thinks fit, subject to any voting exclusions that apply to the proxy; or• directs the proxy to abstain, the proxy must not vote on the Shareholder's behalf and any vote will not be counted. <p>If you appoint someone as a proxy (other than the Chair) and direct them how to vote, the Chair must cast those votes on your behalf on a poll in accordance with your directions if your proxy does not do so.</p> <p>If you appoint the Chair as your proxy (or if they are appointed by default) and no direction is provided in relation to a resolution, you will be expressly authorising the Chair to exercise your proxy as the Chair sees fit in relation to that resolution even if the resolution is connected directly or indirectly with the remuneration of the KMP.</p>

How do I appoint a proxy? *continued* If you appoint a Director (other than the Chair) or another member of the KMP or their Closely Related Parties as your proxy, you must specify how they should vote on Resolutions 1, 4, and 5 by completing the “For”, “Against” or “Abstain” boxes on the proxy form. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 4, and 5.

The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the voting exclusions described above. In exceptional circumstances, the Chair’s intentions may change. If there is a change to how the Chair intends to vote undirected proxies, the Company will make an immediate announcement to ASX stating that fact and explaining the reasons for the change.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the member’s proxy on that Resolution.

How do I appoint/ lodge a proxy? To be valid, a proxy form must be correctly completed and received, either online, by email, by post or fax (as per the details below), and must be received by the Company’s share registry by 3.00pm (AEST) on Tuesday, 21 May 2024 (that is, at least 48 hours before the meeting), including any power of attorney or other authority under which it is signed. Any proxy form received after this time will not be valid. www.votingonline.com.au/ppm2024agm

Proxies may be lodged as follows:

- to the Company’s share registry by:
 - post or facsimile – completed proxy forms may be posted to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 or sent by facsimile to 02 9290 9655 (within Australia) or +61 2 9290 9655 (outside Australia) or by personal delivery, Level 8, 210 George St, Sydney, NSW 2000; or
 - lodging the proxy appointment online at www.votingonline.com.au/ppm2024agm. To use this service, you will need your Voting Access Code (“VAC”) and Postcode; or
- to the Company’s registered office by post to Level 27, 177 Pacific Highway, North Sydney NSW, 2060; or
- by email to jwilliams@pepper.com.au.

Given changes to Australia Post’s services which may see mail take longer to arrive the Company suggests that you allow additional time if you decide to send your completed proxy form by post.

How do I appoint a corporate representative? A Shareholder who is a body corporate and who is entitled to vote at the AGM, or a proxy who is a body corporate and who is appointed by a Shareholder who is entitled to vote at the AGM, may appoint a person to act as its representative at the AGM. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

Body corporate representatives should lodge this documentation with the Company’s share registry by no later than 3.00pm (AEST) on Tuesday, 21 May 2024, unless it has been previously given to the Company.

Corporate Shareholders or proxies wishing to vote by corporate representative should:

- obtain an appointment of corporate representative form from Boardroom; and
- complete and send the form in accordance with the instructions on the form.

I hold my Shares jointly with another person. Are we both entitled to vote? When joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the meeting, only the vote of the first named of the joint holders in the register of members will be counted.

How can I ask a question at the AGM?

In accordance with the Corporations Act 2001 (Cth), a reasonable opportunity will be given to Shareholders as a whole to ask questions about or to make comments upon the management of the Company including the Remuneration Report and the Resolutions at the meeting via the AGM Online Platform.

The Company strongly encourages Shareholders to submit written questions in advance of the AGM. To submit a written question, please complete and return the shareholder question form that has been lodged on the ASX announcing platform and posted on the Company's website at www.peppermoney.com.au/about/shareholders or submit the question online through the share registry's website at web.lumiagm.com/395-237-484 in accordance with the instructions on the form.

Questions must be received by no later than 5.00pm (AEST) on Thursday, 16 May 2024. Questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice of Meeting and the Explanatory Memorandum.

Questions that are relevant to:

- the contents of the Auditor's Report; or
 - the conduct of the audit of the Company's financial report,
- may be addressed to the Company's auditor, Deloitte Touche Tohmatsu.

Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of Deloitte Touche Tohmatsu, the Company's auditor, the opportunity to answer written questions submitted to the auditor. In order to provide an equal opportunity for all shareholders to ask questions, please keep questions to a reasonable length of time. Generally, we ask that shareholders keep their verbal questions on an item of business to a maximum of two minutes. 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.

How I participate virtually?

Shareholders and proxyholders can watch, ask questions, make comments and vote in real time during the AGM (for those who are entitled to do so) through the AGM Online Platform at web.lumiagm.com/395-237-484. Registration of attendance at the meeting will be online via the AGM Online Platform and will commence on Thursday, 23 May 2024 at 2.00pm (AEST) for those accessing the AGM Online Platform. To register, Shareholders will need their shareholder number and postcode.

Proxyholders will need their proxy number which will be provided by Boardroom following lodgement of the proxy appointment and no later than 24 hours prior to the meeting.

We recommend that you register at least 30 minutes before the AGM and test to see that the AGM Online Platform works on your device before the commencement of the meeting.

Further information can be found in the Online Platform Guide which is available at www.peppermoney.com.au/about/shareholders and attached to this Notice of Meeting.

What happens if there are technical difficulties?

Significant planning and testing have been undertaken and the online technology being used by the Company has been successfully used by other companies. However, unforeseen technical difficulties may still arise during the course of the AGM.

The Chair has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

As previously noted, Shareholders are encouraged to lodge a proxy by 3.00pm (AEST) on Tuesday, 21 May 2024 even if they plan to attend the meeting online via the AGM Online Platform.

Explanatory Memorandum

This Explanatory Memorandum accompanies and forms part of, and should be read together with, the Notice of Meeting.

Financial statements and related reports

The financial report (which includes the financial statements), the Directors' Report and the Auditor's Report for the year ended 31 December 2023 ("CY2023") will be put before the AGM, as required by section 317 of the Corporations Act. The Corporations Act does not require a formal resolution of Shareholders on these reports.

These reports are contained in the Annual Report, which is available on the Company's website at www.peppermoney.com.au/about/shareholders. As permitted by the Corporations Act, a printed copy of the Company's 2023 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. During this item of business, Shareholders will be given a reasonable opportunity to ask questions about, and to make comments on, those reports and the business and management of the Company.

Shareholders will also be given an opportunity to ask a representative of the Company's auditor, Deloitte Touche Tohmatsu, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial reports and the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires publicly listed companies to put a resolution to shareholders to adopt the company's remuneration report for the relevant financial year.

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report provides information relating to the details of the remuneration paid to the KMP and Directors for CY2023, the Company's remuneration policy and the relationship between remuneration and the Company's performance, including information about performance measures applicable to variable incentives.

A copy of the Remuneration Report, which sets out remuneration arrangements for Pepper Money can be found on pages 58 to 89 of the Annual Report.

The Company's approach to remuneration was explained in the letter prefacing the Remuneration Report from the Chair of the Remuneration and Nomination Committee as follows:

- the Board has continued to develop the remuneration governance framework that supports long term value creation. The framework is designed to align the interests of KMP, the Directors and employees with Shareholders;
- CY2023 reward outcomes reflect Pepper Money's performance for CY2023; and
- the Board remains confident that the Executive team can deliver value for new shareholders over the long term.

Shareholders will have a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, the vote on this resolution is advisory only and does not bind the Board or the Company. However, the Company values its Shareholders' feedback in respect of this Resolution and will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

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Voting consequences

In accordance with the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting, at which all of the Directors (other than the Executive Directors) of the Company, would need to stand for re-election.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

At the Company's previous Annual General Meeting, the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Noting that each Director has a personal interest in his/her own remuneration from the Company, the Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of James Desmond O'Shea as a Director

James Desmond O'Shea (Des O'Shea) was appointed as an Independent Non-Executive Director of Pepper Money on 6 May 2021 and has volunteered to retire at this meeting in accordance with rule 6.2(c) of the Company's constitution. Being eligible, Des O'Shea stands for re-election under rule 6.3(a)(i) of the Company's constitution.

The proposed re-election of Des O'Shea and Mike Cutter (see Resolution 3 below) satisfies the Company's obligations relating to the election of Directors at an AGM under ASX Listing Rule 14.5 and Pepper Money's constitution.

Des O'Shea has more than 40 years' global experience in Banking and Consumer Finance. He was appointed to the Pepper Global Group Board in March 2014 and he Chairs the Group Board Audit and Risk Committee. He is currently Chair of Oodle Finance – a U.K. based auto finance business – and is the Chair of Byblos Bank Europe and on the board of Byblos Bank in Lebanon (where he is Chair of the Risk Committee). He was Chair of Ulster Bank Limited in Ireland until July 2020 and is a Fellow of Chartered Accountants in Ireland. He has been on the board of banks and other financial institutions in more than 12 countries in Europe, Asia, South and Central America.

The Board (with Des O'Shea abstaining) unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Michael John Cutter as a Director

Michael John Cutter (Mike Cutter) was appointed as an Independent Non-Executive Director of Pepper Money on 6 May 2021 and has volunteered to retire at this meeting in accordance with rule 6.2(c) of the Company's constitution and stand for re-election at this meeting. Being eligible, Mike Cutter stands for re-election under rule 6.3(a)(i) of the Company's constitution.

Mike Cutter has over 36 years' experience in the financial services industry, both in Australia and abroad. He has extensive knowledge of comprehensive credit reporting regimes in Australia and international markets and was one of the original champions of comprehensive credit reporting in Australia. He is currently a Non-Executive Director of Sezzle Inc., an NASDAQ listed buy-now-pay-later company, is the Chair of PF BidCo Pty Ltd (trading as Arteva Funding) and is a Non-Executive Director of Tower Limited, a New Zealand and Pacific Islands insurer. Prior to joining the Pepper Money board, Mike held various executive positions including Group Managing Director of Equifax ANZ, Chief Risk Officer ANZ Bank (Australia Division), CEO at GE Money Australia & New Zealand, and CEO of OAMPS Insurance Brokers. He has held various directorships and chairships with Wesfarmers, GE, AFC and NIBA. He is a Senior Fellow of FINSIA, Graduate of the AICD, served as a Director of the Women's Cancer Foundation from 2006 to 2015, Director of the Australian Finance Conference from 2006 to 2009 and National Insurance Brokers Association from 2013 to 2014.

The Board (with Mike Cutter abstaining) unanimously recommends that Shareholders vote in favour of Resolution 3.

Resolution 4: Grant of Rights to Mario Rehayem

The resolution is being put to Shareholders to obtain approval for the grant of Rights containing performance rights (“Performance Rights”) and service rights (“Service Rights”) to Mario Rehayem, Director and Chief Executive Officer of the Company. The proposed grant of 1,183,394 Rights with the split of 1,051,906 Performance Rights and 131,488 Service Rights relates to the long-term variable remuneration (“LTVR”) of Mario Rehayem’s remuneration package for in the calendar year ending 31 December 2024 (“CY2024”) and is to be made under the Executive Rights Plan.

This resolution is not seeking approval for the total remuneration of Mario Rehayem. Rather it relates to the issue of the Rights to him under the Executive Rights Plan, which is one component of his total remuneration package. The terms and conditions of the proposed grant are summarised in this Explanatory Memorandum.

The grant of the Rights is consistent with his employment agreement and the Executive Rights Plan. The Board believes that it is appropriate to proceed with granting the Rights (which is a key component of Pepper Money’s remuneration framework) to drive long-term business performance and shareholder value creation.

Specifically, the CY2024 long-term incentive awards under the Executive Rights Plan aim to focus on repositioning the business for growth and robust financial performance. It is proposed that the CY2024 long-term incentive awards for Mario Rehayem under the Executive Rights Plan be allocated in the form of Performance Rights and Service Rights. If certain conditions (including performance and service hurdles) are met over a three-year measurement period, the Rights will vest as set out in the Executive Rights Plan rules and the conditions of the grant letter will be provided to him (the terms of which are outlined below).

ASX Listing Rule 10.14.1 requires Shareholder approval for the issue of securities to a Director under an employee incentive scheme, unless certain exceptions apply. The grant of the Rights to Mario Rehayem falls within ASX Listing Rule 10.14.1 as he is a Director and therefore requires the approval of Shareholders under ASX Listing Rule 10.14. Approval is sought to grant Mario Rehayem 1,183,394 Rights under the Executive Rights Plan. The exercise price of the Rights is nil.

If Shareholder approval is not obtained, the Board will consider alternative approaches to rewarding Mario Rehayem. This may include purchasing shares on-market or paying him a cash equivalent, each subject to the same performance conditions as the Performance Rights would have been subject to, as described below.

The proposed CY2024 grant to Mario Rehayem is 1,183,394 Rights. This is the maximum number of Rights that will be granted to him and represents the long-term variable component of his CY2024 remuneration package.

Based on the VWAP of Shares over the consecutive 10 day trading period from 29 February 2024 to 13 March 2024 (inclusive) (being \$1.5877), the face value of the maximum number of Rights represents 144% of Mario Rehayem’s total fixed remuneration as of 15 March 2024. His remuneration package for CY2024 also includes:

- total fixed remuneration of \$1,095,216; and
- short-term variable remuneration of up to a maximum of 105% of his total fixed remuneration, subject to the achievement of stretch performance outcome levels (customarily paid 65% in cash and 35% in Restricted Rights deferred for 24 months). Short-term incentives are payable based on the performance of the Company and Mario Rehayem against Board approved performance measures.

The actual value (if any) that Mario Rehayem will receive from the proposed CY2024 long-term incentive award cannot be determined until the end of the CY2026 performance period and will depend on the extent to which the performance and service conditions are achieved, the number of Rights that vest in accordance with the performance conditions and the Pepper Money Share price at the time of vesting.

The Board determined the value and form of Mario Rehayem’s CY2024 long-term incentive award under the Executive Rights Plan in Performance Rights and Service Rights with regard to his overall remuneration package, the nature of his position, the purpose of the long-term incentive component in Pepper Money’s remuneration strategy and independent benchmarking regarding current market practice. The Rights are granted under the Executive Rights Plan rules and are intended to reward superior long-term performance and encourage retention and alignment with Shareholders.

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The key terms of the Rights proposed to be granted to Mario Rehayem for CY2024, and the material terms of the Executive Rights Plan (that will apply to those Rights), are outlined below.

Term	Details																					
Eligibility	The Board determines the employees who are eligible to participate. Currently the long-term incentive is offered to the executives, including Mario Rehayem.																					
Entitlement	1,183,394 Rights with the split of 1,051,906 Performance Rights and 131,488 Service Rights, each being a right to acquire a Share for nil exercise price, upon specified performance measures being satisfied over the relevant performance period. They do not carry voting or dividend rights prior to vesting.																					
Grant date	If Shareholder approval is obtained, the Rights will be granted as soon as practicable after the AGM, but in any event, within 12 months of the AGM, and will have an effective grant date of when the grant notice is issued.																					
Grant Calculation	<p>The number of Rights proposed to be granted to Mario Rehayem for CY2024 are calculated via the application of the following formula:</p> $\text{Target LTVR } \$ \times \text{Tranche Weight at Target} \div \text{Right Value} \div \% \text{ Vesting at Target}$ <p>where Right Value = VWAP of \$1.5877 – Annual Dividend (\$0.085) x Years to Exercise (3) = \$1.3327.</p> <p>The total number of Rights to be granted to Mario Rehayem is 1,183,394.</p>																					
Opportunity	<p>Opportunity as % of Fixed Pay</p> <table border="1"> <thead> <tr> <th></th> <th>Target</th> <th>Stretch</th> </tr> </thead> <tbody> <tr> <td></td> <td>80%</td> <td>144%</td> </tr> </tbody> </table>		Target	Stretch		80%	144%															
	Target	Stretch																				
	80%	144%																				
Performance period	The CY2024 long-term incentive performance period is from 1 January 2024 to 31 December 2026 (three years).																					
Performance conditions	The Board has discretion to set vesting conditions for each tranche of each invitation to participate in the Executive Rights Plan. For the CY2024 LTVR award, the following vesting conditions are anticipated to apply (“Vesting Conditions”) which are set out below.																					
Vesting schedules	<p>Tranche 1 (40% weight at Target) is to be subject to a Relative Total Shareholder Return (“TSR”) vesting condition. The vesting of Performance Rights will be determined by comparing Pepper Money’s TSR over CY2024 to CY2026 with the TSR of the finance sector peer group, according to the following vesting scale:</p> <table border="1"> <thead> <tr> <th>Performance Level</th> <th>PPM's Relative TSR Compared to the Peer Group</th> <th>% of Tranche Vesting</th> </tr> </thead> <tbody> <tr> <td>Stretch – Incentive/Upside</td> <td>>= 75th percentile</td> <td>100%</td> </tr> <tr> <td>Between Target and Stretch</td> <td>> 50th percentile and < 75th percentile</td> <td>Pro-rata</td> </tr> <tr> <td>Target – Expected Outcome/ At-Risk</td> <td>= 50th percentile</td> <td>50%</td> </tr> <tr> <td>Between Threshold and Target</td> <td>> 35th percentile and < 50th percentile</td> <td>Pro-rata</td> </tr> <tr> <td>Threshold – Minimum Acceptable Outcome</td> <td>= 35th percentile</td> <td>25%</td> </tr> <tr> <td>Below Threshold</td> <td>< 35th percentile</td> <td>0%</td> </tr> </tbody> </table> <p>TSR aligns Executives with Shareholders and provides a clear incentive to outperform a peer group and maximise return to Shareholders.</p> <p>Executives have some influence on Relative TSR as it benefits from how the market perceives the performance of Pepper Money relative to alternatives.</p>	Performance Level	PPM's Relative TSR Compared to the Peer Group	% of Tranche Vesting	Stretch – Incentive/Upside	>= 75th percentile	100%	Between Target and Stretch	> 50th percentile and < 75th percentile	Pro-rata	Target – Expected Outcome/ At-Risk	= 50th percentile	50%	Between Threshold and Target	> 35th percentile and < 50th percentile	Pro-rata	Threshold – Minimum Acceptable Outcome	= 35th percentile	25%	Below Threshold	< 35th percentile	0%
Performance Level	PPM's Relative TSR Compared to the Peer Group	% of Tranche Vesting																				
Stretch – Incentive/Upside	>= 75th percentile	100%																				
Between Target and Stretch	> 50th percentile and < 75th percentile	Pro-rata																				
Target – Expected Outcome/ At-Risk	= 50th percentile	50%																				
Between Threshold and Target	> 35th percentile and < 50th percentile	Pro-rata																				
Threshold – Minimum Acceptable Outcome	= 35th percentile	25%																				
Below Threshold	< 35th percentile	0%																				

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Term	Details
Vesting schedules <i>continued</i>	This metric was selected because it is the best measure of value creation for Shareholders within Pepper Money's peer group. The peer group is defined at the start of CY2024 as follows:

Security	Issuer Name	Security	Issuer Name
ABA	Auswide Bank Ltd	MME	MoneyMe Limited
AFG	Australian Finance Group Ltd	PGL	Prospa Group Limited
FPR	Fleetpartners Group Limited	PLT	Plenti Group Limited
HUM	Humm Group Limited	RMC	Resimac Group Ltd
JDO	Judo Capital Holdings Limited	WGB	WAM Global Limited
LFG	Liberty Financial Group	WZR	Wisr Limited
LFS	Latitude Group Holdings Limited	ZIP	ZIP Co Limited
MAF	MA Financial Group Limited		

The Board has the discretion to review companies making up the TSR peer group regularly to ensure that the peer group remains a strong representative of relative performance for shareholders.

Tranche 2 (40% weight at Target) is to be subject to a Basic EPS vesting condition:

Basic earnings per share ("EPS") vesting scale

Basic EPS is calculated by dividing the Group Pro-forma Net Profit After Tax ("NPAT") generated by Pepper Money by the weighted average number of ordinary shares outstanding during the LTVR measurement period.

The percentage of Performance Rights that will vest for the Basic EPS condition will be calculated using the following vesting scale:

Performance Level	% of Tranche Vesting
Stretch – Incentive/Upside	100%
Between Target and Stretch	Pro-rata
Target – Expected Outcome/At-Risk	50%
Between Threshold and Target	Pro-rata
Threshold – Minimum Acceptable Outcome	25%
Below Threshold	0%

The 'threshold' and 'maximum' performance targets for the EPS performance condition will be set by the Board for each of CY2024, CY2025 and CY2026. Targets will be set to be sufficiently challenging for Executives and to deliver appropriate returns for Shareholders. Given the commercially sensitive nature of the performance measures, the CY2024 targets and outcomes will be disclosed in the Company's CY2026 Remuneration Report.

Term	Details
Vesting schedules <i>continued</i>	<p>Using EPS as a LTVR performance hurdle offers the following advantages:</p> <ul style="list-style-type: none"> • Alignment with Shareholder interests: EPS directly ties Executive remuneration to the Company's profitability, aligning their incentives with those of Shareholders who benefit from the increased earnings. • Focus on long-term value creation: by incorporating EPS targets, Executives are encouraged to make decisions that contribute to sustained earnings growth over time, rather than focusing solely on short-term gains. • Measurable and transparent metric: EPS is a quantifiable and easily understandable metric, providing clarity to Executives on what is expected of them and making it easier for stakeholders to assess. • Flexibility: EPS can be adjusted for extraordinary items or changes in accounting standards, allowing for a more accurate reflection of underlying business performance. • Encourages strategic decision-making: Executives may be motivated to implement strategies that enhance profitability, such as cost-saving initiatives, revenue growth strategies, or capital allocation decisions that maximise shareholder value. <p>Tranche 3 (20% weight at Target) is subject to continued employment and a performance rating of at least "meet expectations". 100% of the Service Rights will vest if the service and performance conditions are met.</p> <p>This tranche is designed to ensure Executives' alignment with Pepper Money's strategy by building 'skin in the game' and recognising their commitment to Pepper Money's success, particularly in challenging market conditions for the non-bank sector, and in a constant 'war for talent' in the finance sector.</p>
Vesting	<p>Based on performance relative to the performance and service conditions, the relevant number of Rights will vest.</p> <p>On vesting, each Right will convert into one Share (unless the Board, in its sole discretion, determines to settle vested Rights by making a cash equivalent payment in lieu of the allocation of Shares).</p> <p>The allocation of Shares on vesting may be satisfied by issuing new Shares or by acquiring Shares on-market. If the performance conditions are not achieved for some or all of the Rights granted, those Rights will lapse immediately.</p> <p>The Board will determine whether, and the extent to which, the performance conditions have been met following the announcement of Pepper Money's full-year results for the final calendar year of the performance period.</p>
Malus	<p>Pepper Money's malus policy applies to unpaid variable remuneration opportunities (including unvested LTVR). LTVR awards are not subject to deferral following vesting, so cannot be clawed back, however, the pool of deferred STVR could be used as a source of clawback for overpaid LTVR.</p>
Cessation of employment	<p>Under the Executive Rights Plan rules, in addition to the performance conditions, continued service during the full first year of the measurement period is a requirement for all Performance Rights to become eligible to vest. Termination during the first year will generally result in pro-rata forfeiture for the incomplete portion of the year, unless otherwise determined by the Board. Service Rights will vest based on continued service for the 3-year measurement period.</p>
Change of control	<p>In the case of a change in control, nothing happens by default.</p> <p>In the event of Pepper Money delists from the ASX, automatic vesting will occur based on the increase in the Share Price since the start of the measurement period for Performance Rights with a nil exercise price, with Board discretion regarding the lapsing or vesting of any remainder.</p> <p>In the event of a major return of capital or demerger, the Board has discretion to bring forward vesting or to alter the number of Rights or the Exercise Price or to alter Vesting Conditions to ensure that the outcomes are fair to participants. This is because following such an event the share price is likely to be materially different from the basis of the grant, and performance conditions previously set may be unable to be met.</p>

Term	Details
Other details	<p>Further information in accordance with ASX Listing Rule 10.15:</p> <ul style="list-style-type: none"> no Director other than Mario Rehayem is currently eligible to participate in the Executive Rights Plan; no Director other than Mario Rehayem has received a grant of any equity securities under the Executive Rights Plan; Mario Rehayem has previously been granted: 3,210,738 Performance Rights as a part of the LTVR, 404,495 Restricted Rights as part of the STVR, and 854,749 Service Rights, all of which were issued for nil consideration; On 18 March 2024, the following occurred in relation to Mario Rehayem's previous grants: <ul style="list-style-type: none"> 170,969 performance rights became vested, and 398,927 performance rights lapsed from the LTVR granted in CY2021; 202,140 Service Rights became vested from the Equity Recognition Award granted in 2023; and 197,457 Short Term Variable Remuneration ("STVR") restricted rights became unrestricted related to the 35% deferral component of STVR related to the CY2021 performance year; and no loan will be provided by the Company in relation to the grant or exercise of the Rights proposed to be provided to Mario Rehayem. <p>Details of any securities issued under the Executive Rights Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Executive Rights Plan after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</p> <p>A voting exclusion statement applies to this Resolution, as set out in the Notice of Meeting.</p>

The Directors (with Mario Rehayem abstaining) unanimously recommend that all Shareholders vote in favour of Resolution 4 to approve the grant of Rights to Mario Rehayem.

Resolution 5: Grant of Restricted Rights to Mario Rehayem

The resolution is being put to Shareholders to obtain approval for the grant of restricted rights ("Restricted Rights") to Mario Rehayem, Director, and Chief Executive Officer of the Company. The proposed grant of 172,220 Restricted Rights relates to the deferral component of the STVR of Mario's remuneration package for CY2023 and is to be made under the STVR Plan.

This resolution is not seeking approval for the total remuneration of Mario Rehayem. Rather it relates to the issue of Restricted Rights to him under the STVR Plan, which is one component of his total remuneration. The terms and conditions of the proposed grant are summarised in this Explanatory Memorandum.

The grant of Restricted Rights is consistent with Mario Rehayem's employment agreement and the STVR Plan. The Board believes that it is appropriate to proceed with granting Restricted Rights (which is a key component of Pepper Money's remuneration framework) to drive long-term business performance and shareholder value creation and to link long-term strategy on an annual basis.

Specifically, the CY2023 short-term incentive awards under the STVR Plan aim to provide target-based incentives measured against relevant metrics of different weightings. It is proposed that the 35% of the CY2023 short-term incentive awards for Mario Rehayem under the STVR Plan be allocated in the form of Restricted Rights in CY2024. As certain conditions were met over the CY2023 measurement period, the Restricted Rights will be fully vested on grant of the Restricted Rights, however, Mario Rehayem will not be able to exercise rights for a period of two years from 1 January 2024 as set out in the conditions of the grant letter will be provided to him (the terms of which are outlined below).

ASX Listing Rule 10.14 requires Shareholder approval for the issue of securities to a Director under an employee incentive scheme, unless certain exceptions apply. The grant of the Restricted Rights to Mario Rehayem falls within ASX Listing Rule 10.14.1 as he is a Director and therefore requires the approval of Shareholders under ASX Listing Rule 10.14. Approval is sought to grant Mario Rehayem 172,220 Restricted Rights under the STVR Plan. The Restricted Rights will have an issue price of nil.

If Shareholder approval is not obtained, the Board will consider alternative approaches to rewarding Mario Rehayem. This may include purchasing shares on-market or paying him a cash equivalent, each subject to the same performance conditions as the Restricted Rights would have been subject to, as described below.

The proposed CY2023 grant to Mario Rehayem is 172,220 Restricted Rights. This is the number of Restricted Rights that will be granted to Mario Rehayem and represents 35% of the value of the approved CY2023 STVR outcome.

Based on the VWAP of Shares over the consecutive 10-day trading period from 29 February 2024 to 13 March 2024 (inclusive) (being \$1.5877), the face value of the number of Restricted Rights represents 22.3 % of Mario Rehayem's total fixed remuneration as of 15 March 2024 being \$244,157. Mario Rehayem's remuneration package for CY2024 also includes:

- total fixed remuneration of \$1,095,216; and
- long-term variable remuneration of up to a maximum 144% of his total fixed remuneration, which is issued in the form of Rights subject to vesting conditions based on TSR, EPS and continued employment (see Resolution 4 above).

The Board determined the value and form of Mario Rehayem's CY2023 short-term incentive award under the STVR Plan in Restricted Rights with regard to his overall remuneration package, the nature of his position, the purpose of the short-term incentive component in Pepper Money's remuneration strategy and independent benchmarking regarding current market practice. The Restricted Rights are granted under the STVR Plan and are intended to reward superior short-term execution of the long-term strategy and encourage retention and alignment with Shareholders.

The key terms of the Restricted Rights proposed to be granted to Mario Rehayem for CY2023, and the material terms of the STVR Plan (that will apply to those Restricted Rights), are outlined below.

Term	Details														
Eligibility	The Board determines the employees who are eligible to participate. Currently the STVR Plan is open to the executives and eligible employees, including Mario Rehayem.														
Entitlement and conversion rate	172,220 Restricted Rights. Each Restricted Right entitles the participant to acquire one Share for nil exercise price, upon the completion of the restriction period.														
Grant date	If Shareholder approval is obtained, the Restricted Rights will be granted as soon as practicable after the AGM, but in any event, within 12 months of the AGM, and will have an effective grant date of when the grant notice is issued.														
Measurement period	1 January 2023 to 31 December 2023														
Opportunity	Opportunity as % of Fixed Pay <table border="1" style="margin-left: 40px;"> <thead> <tr> <th>Target</th> <th>Stretch</th> </tr> </thead> <tbody> <tr> <td>70%</td> <td>105%</td> </tr> </tbody> </table>	Target	Stretch	70%	105%										
Target	Stretch														
70%	105%														
Outcome metrics and weightings	For CY2023, the following metrics and weightings were applied: <table border="1" style="margin-left: 40px;"> <thead> <tr> <th>Metric</th> <th>Weighting</th> </tr> </thead> <tbody> <tr> <td>Group Pro-Forma NPAT</td> <td>30%</td> </tr> <tr> <td>Total Assets Under Management</td> <td>15%</td> </tr> <tr> <td>Cost to Income ("CTI")</td> <td>15%</td> </tr> <tr> <td>Customer Growth</td> <td>10%</td> </tr> <tr> <td>Cost to Serve / Cost to Acquire</td> <td>10%</td> </tr> <tr> <td>Individual Effectiveness (Leadership, People and Risk)</td> <td>20%</td> </tr> </tbody> </table>	Metric	Weighting	Group Pro-Forma NPAT	30%	Total Assets Under Management	15%	Cost to Income ("CTI")	15%	Customer Growth	10%	Cost to Serve / Cost to Acquire	10%	Individual Effectiveness (Leadership, People and Risk)	20%
Metric	Weighting														
Group Pro-Forma NPAT	30%														
Total Assets Under Management	15%														
Cost to Income ("CTI")	15%														
Customer Growth	10%														
Cost to Serve / Cost to Acquire	10%														
Individual Effectiveness (Leadership, People and Risk)	20%														

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Term	Details
Calculation	<p>For Mario Rehayem's performance against the metrics above during the measurement period, please refer to the balanced scorecard in Appendix A of this Notice.</p> <p>This performance was used to calculate the number of Restricted Rights to be granted to Mario Rehayem as part of this CY2023 remuneration package.</p> <p>Where STVR Right Value = Share Price – Annual Dividend x Year to Exercise = $\\$1.5877 - \\$0.085 \times 2 = \\$1.4177$</p> <p>Number of Restricted Rights for Mario Rehayem = total approved 2023 STVR outcome x 35% / Right Value = $\\$697,593 \times 35\% / \\$1.4177 = 172,220$ (round down)</p>
Gate	<p>The following Gates apply:</p> <ul style="list-style-type: none"> • The participant's risk measurement result for the measurement period must at least 'Meet Expectations' or better; and • At least 85% of budgeted Group Pro-forma NPAT must be achieved. If both of these gates are not met or exceeded, no outcome metrics will be assessed.
Award, Settlement and Deferral	<p>Awards have been finalised following the auditing of Financial Statements.</p> <p>65% of any STVR was paid in cash via payroll, subject to statutory deductions such as PAYG tax.</p> <p>35% of any STVR is to be settled in the form of a grant of Restricted Rights subject to an exercise restriction until the end of CY2025 and Securities Trading Policy. Any grant of deferred STVR Restricted Rights will be calculated based on the volume- weighted average price of Pepper Money shares over 10 trading days following the release of prior year financial results. Restricted Rights are granted under the STVR Plan and are subject to exercise restrictions for a period of 2 years to enable clawback if this is determined necessary by the Board.</p>
Corporate Actions	<p>For unpaid awards: in the event of a change in control (including a takeover) the Board has the discretion to:</p> <ul style="list-style-type: none"> • terminate the plan and vest pro-rata awards based on the completed proportion of the measurement period, taking into account outcomes up to the date of the change in control, or • continue the STVR Plan but make interim non-refundable pro-rata awards based on the completed proportion of the measurement period, taking into account outcomes up to the date of the change in control, or • allow the STVR Plan to continue without change. For deferred awards: Restricted Rights will cease to be subject to exercise restrictions prior to the return of capital or demerger, on the date determined by the Board.
Board Discretion	<p>The Board has discretion to vary awards upwards or downwards, including to nil, if the award is viewed as inappropriate given circumstances that prevail over the measurement period (such as in the case of harm to Pepper Money's stakeholders for which participants are accountable).</p>
Malus and Clawback	<p>Pepper Money's Malus policy applies to unpaid variable remuneration opportunities (including unpaid STVR), and deferred remuneration (including deferred STVR), while the Clawback policy applies to deferred remuneration only (deferred STVR), that is, it does not apply to cash already paid.</p>

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Term	Details
Other details	<p>Further information in accordance with ASX Listing Rule 10.15:</p> <ul style="list-style-type: none"> no Director other than Mario Rehayem is currently eligible to participate in the STVR Plan; no Director other than Mario Rehayem has received a grant of any equity securities under the STVR Plan; Mario Rehayem has previously been granted: 3,210,738 Performance Rights as a part of the LTVR, 404,495 Restricted Rights as part of the STVR and 854,749 Service Rights all of which were issued for nil consideration; On 18 March 2024, there are following occurred in relation to Mario Rehayem 's previous grants: <ul style="list-style-type: none"> 170,969 performance rights became vested, and 398,927 performance rights lapsed from the LTVR granted in CY2021; 242,140 Service Rights became vested from the Equity Recognition Award granted in 2023; and 197,457 STVR restricted rights became unrestricted related to the 35% deferral component of STVR related to the CY2021 performance year; and no loan will be provided by the Company in relation to the grant or exercise of the Restricted Rights proposed to be provided to Mario Rehayem. <p>Details of any securities issued under the STVR Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the STVR Plan after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</p> <p>A voting exclusion statement applies to this Resolution, as set out in the Notice of Meeting.</p>

The Directors (with Mario Rehayem abstaining) unanimously recommend that all Shareholders vote in favour of the Resolution 5 to approve the grant of Restricted Rights to Mario Rehayem.

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Glossary

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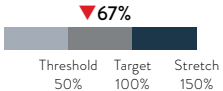
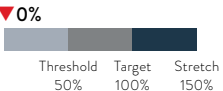
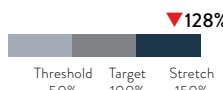
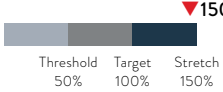
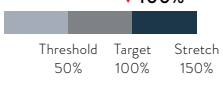

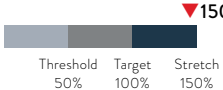

Term	Meaning
AGM or Annual General Meeting or meeting	means the annual general meeting convened by this Notice of Meeting.
AGM Online Platform	means the online platform used to hold the AGM, accessible at web.lumiagm.com/395-237-484
Annual Report	means the annual report of Pepper Money for CY2023.
Associate	has the meaning given to it in the ASX Listing Rules.
ASX	means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.
ASX Listing Rules	means the official listing rules of ASX and ASX Listing Rule means any one of them.
Auditor's Report	means the auditor's report for the Company for CY2023 as contained in the Annual Report.
Board	means the board of Directors.
Boardroom	means Boardroom Pty Limited (ACN 003 209 836).
Chair	means the person appointed to chair the Company's meeting. The Company intends to appoint Michael Culhane the Company's current non-executive chair, to act as chair at this meeting.
Closely Related Party	has the meaning given to that term in section 9 of the Corporations Act.
Company or Pepper Money	means Pepper Money Limited (ACN 094 317 665).
Corporations Act	means the Corporations Act 2001 (Cth).
CY2021	means the calendar year ended 31 December 2021.
CY2023	means the calendar year ended 31 December 2023.
CY2024	means the calendar year ending 31 December 2024.
CY2025	means the calendar year ending 31 December 2025.
CY2026	means the calendar year ending 31 December 2026.
Directors	means the directors of the Company and Director means any one of them.
Directors' Report	means the directors' report for the Company for CY2023 as contained in the Annual Report.
Executive Rights Plan	means the executive rights plan operated by the Company.
Explanatory Memorandum	means the explanatory memorandum attached to, and to be read with, the Notice of Meeting.
Glossary	means this glossary.

Term	Meaning
Key Management Personnel or KMP	means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) who are identified in the Remuneration Report.
Notice of Meeting	means this notice of annual general meeting.
NPAT	means net profit after tax.
Online Platform Guide	means the guide for the AGM Online Platform at www.peppermoney.com.au/about/shareholders .
Proxy Form	means the proxy form included with this Notice of Meeting.
Related Party	has the meaning given in section 228 of the Corporations Act.
Remuneration Report	means the remuneration report for the Company for CY2023 as contained in the Annual Report.
Resolution	means a resolution set out in this Notice of Meeting.
Restricted Rights	means the 172,220 restricted rights to be granted to Mario Rehayem under the terms and conditions set out in Explanatory Memorandum under the heading Resolution 5.
Restricted Voter	means a related party of the Company to whom the Resolution would permit a financial benefit to be given or an Associate of such related party.
Rights	means the 1,051,906 performance rights and 131,488 service rights to be granted to Mario Rehayem under the terms and conditions set out in the Explanatory Memorandum under the heading Resolution 5. Share means a fully paid ordinary share of the Company.
Share Price	means the VWAP of the Shares traded on the ASX over the 10 trading days prior to the date for which the calculation is made.
Shareholder	means a holder of at least one Share at the record date.
STVR Plan	means plan relating to the grant of short-term incentives operated by the Company.
VWAP	means the volume weighted average price of a share.

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Appendix A | Mario Rehayem's CY2023 STVR Scorecard

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Metric/Measure	Weighting	Performance	Outcome (% of Target)	% of Target Payable
Financial – 60%				
Group Pro-forma NPAT (\$M)				
Group Pro-forma NPAT provides the insight on the underlying performance for the period by excluding one off non recurring items.	30%	\$111.1	▼67% 	20.2%
Cost to Income (“CTI”)				
It measures operational and transformational efficiencies	15%	55.4%	▼0% 	0.0%
Total Assets Under Management (“AUM”) – close (\$M)				
Total Assets Under Management reflects AUM from lending and servicing as at 31 December 2023 (closing)	15%	\$19.7	▼128% 	19.2%
Operational – 40%				
Customer Growth – 83.5k new customers	10%	89,134	▼150% 	15.0%
Cost to serve/Cost to acquire decrease 5%	10%	Business continued to deliver on process improvements and automation in key areas which has seen operational cost acquire and to service reduce year on year.	▼100% 	10.0%
Reportable breaches are managed well and within ASIC guidelines	5%	Stretch achieved. One breach was reported in Jan 2023 and a second reported on the last working day of Dec 2023. Both were reported on time. There has been no subsequent follow-up action from ASIC on either breach (noting that the second breach was reported a short time ago).	▼150% 	7.5%
Individual – 15%				
Risk & Compliance:				
All statutory, regulatory requirements met in line with required dates Team compliance training undertaken Key person risks mitigated	5%	Stretch achieved. All compliance related reporting has been completed on time. 95.02% of Core Mandatory Training was completed on time over 2023 against a target of 95%.	▼150% 	7.5%
Leadership Effectiveness				
Executive Engagement		98		
Overall Company Engagement		75		
Succession Planning – all key roles have identified successor/emergency	10%	90% – 94%	▼120% 	12.0%
Executive Attrition		0%		
Board 360		>3		
Total Weighting	100%		Total % of Target achieved	91.4%

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peppermoney

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3.00pm (AEST) on Tuesday, 21 May 2024** being **not later than 48 hours** before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the scheduled Meeting.

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

- STEP 1: VISIT** www.votingonline.com.au/ppm2024agm
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone
QR Reader App

📄 TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

If you are entitled to cast two or more votes at the Meeting, you are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:00 pm (AEST) on Tuesday 21 May 2024**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** www.votingonline.com.au/ppm2024agm
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Pepper Money Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **virtually on Thursday, 23 May 2024 at 3.00pm (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,4 and 5 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolutions even though Resolutions 1,4 and 5 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,4 and 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of James Desmond O'Shea as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Michael John Cutter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Rights under the Executive Rights Plan to Mario Rehayem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Restricted Rights under the STVR Plan to Mario Rehayem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 90%; height: 30px;" type="text"/>	<input style="width: 90%; height: 30px;" type="text"/>	<input style="width: 90%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024

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