

17 October 2024

# ASX Announcement

## Notice of 2024 Annual General Meeting

MONEYME Limited attaches the Notice of Meeting and Voting Form for its 2024 Annual General Meeting (**AGM**) to be held on Wednesday, 20 November 2024 at 11.00am AEDT.

The AGM will be held as a physical meeting at Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales. For those shareholders who are unable to attend the AGM in person, MONEYME will also provide an audio webcast of the AGM. Shareholders will not be able to vote or ask questions via the webcast. However, shareholders may vote and submit questions prior to the AGM in the manner detailed in the Notice of Meeting.

Authorised for release by Jonathan Swain, Company Secretary.

– ENDS –

### **About MONEYME**

*MONEYME is a founder-led digital lender and Certified B Corporation™. We challenge the traditional ways of credit and simplify the borrowing experience with digital-first experiences that meet the needs of modern consumers.*

*We target customers with above average credit profiles through a range of fast, flexible, and competitively priced products, including car loans, personal loans, and credit cards. Our point of difference is delivering unrivalled customer experiences powered by smart technology. From near real-time credit decisioning to loans that settle in minutes, we deliver speed and efficiency in everything we do.*

*We service 'Generation Now', ambitious Australians who expect more from life and the companies they engage with. We uphold a strong ethos of sustainability and hold ourselves accountable to the high standards of the B Corp movement.*

*MONEYME Limited is listed on the ASX, and the Group includes licensed and regulated credit and financial services providers operating in Australia.*

For more information, visit [investors.moneyme.com.au](https://investors.moneyme.com.au) or contact [investors@moneyme.com.au](mailto:investors@moneyme.com.au)

For media, please contact [media@moneyme.com.au](mailto:media@moneyme.com.au)



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17 October 2024

Dear Shareholder

### **MONEYME Limited's 2024 Annual General Meeting**

On behalf of the Board of Directors of MoneyMe Limited (**MONEYME**), I am pleased to invite you to MONEYME's 2024 Annual General Meeting (**AGM** or **Meeting**), to be held at the Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales on **Wednesday, 20 November 2024** starting at **11.00 am AEDT**.

For those shareholders who are unable to attend the AGM in person, 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 to be given at the Meeting. However, shareholders will not be able to vote or ask questions 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 your votes 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.

**If you haven't done so already, I encourage you to elect to receive documents from MONEYME electronically. This enables us to provide you with information more quickly and is consistent with our commitment to sustainable business practices. You can update your preferences at <https://investorcentre.linkmarketservices.com.au> or by telephoning our Share Registry, Link Market Services, 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,



**Jamie McPhee**  
Chair

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# MONEYME Limited ACN 636 747 414

## Notice of Annual General Meeting

Notice is given that the 2024 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, 20 November 2024**

Time: **11.00am AEDT**

Venue: **Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney, New South Wales**

A webcast of the AGM will be available at <https://meetings.linkgroup.com/MMEAGM24> (**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 will not be able to vote or ask questions via the Webcast.**

Registration for shareholders attending the Meeting in person will start at 10.30am at meeting venue noted above. Shareholders attending the Meeting in person are encouraged to bring their Voting Form to assist in registration. 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.

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**) and their postcode. Your SRN or HIN is printed at the top of your Voting Form.

The Explanatory Notes and the Voting Form are incorporated in, and comprise part of, this Notice of Meeting.

The business of the Meeting is to consider the Company's financial statements and reports for the financial year ended 30 June 2024 and then to consider 8 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 2024.

MONEYME's FY24 Annual Report, which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report for the year ended 30 June 2024, is available on the Company's website at <https://investors.moneyme.com.au> under the Reports section of 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 2024 be adopted.”*

Note: the Remuneration Report is set out at pages 27 to 39 of MONEYME’s FY24 Annual Report, available at <https://investors.moneyme.com.au> under the Reports section of 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 Ms Susan Hansen as a Director

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

*“That Ms Susan Hansen, 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.”*

### 3. Re-election of Mr James McPhee as a Director

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

*“That Mr James McPhee, who retires in accordance with Rule 7.1(e) of the Company’s Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”*

### 4. Re-election of Mr David Taylor as a Director

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

*“That Mr David Taylor, 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.”*

### 5. Appointment of Grant Thornton Audit Pty Ltd as auditor of the Company

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

*“That, in accordance with section 327B(1)(b) of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated by a member of the Company in accordance with section 328B(1) of the Corporations Act, and having consented in writing to act as the Auditor of the Company, be appointed as the Auditor of the Company.”*

**6. Future issues of securities under the MONEYME Employee Equity Incentive Plan**

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

*“That, for the purpose of ASX Listing Rule 7.2, Exception 13 and for all other purposes, shareholders approve the issue of up to 40,000,000 equity securities under the MONEYME Employee Equity Incentive Plan as an exception to ASX Listing Rule 7.1.”*

**7. 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 9,209,091 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.”*

**8. Ratification of prior issue of Performance Rights**

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

*“That, the prior issue of 49,879,501 Performance Rights under the MONEYME Employee Equity Incentive Plan as described in the Explanatory Notes to this Notice of Meeting, is ratified for all purposes, including for the purpose of ASX Listing Rule 7.4.”*

By order of the Board  
17 October 2024



**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 2024; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on the resolution; and
  - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of such a member, 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 meanings as set out in the Corporations Act.

### Resolution 6 – Future issues of securities under the MONEYME Employee Equity Incentive Plan

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by, or on behalf of, a person who is eligible to participate in the MONEYME Employee Equity Incentive Plan, or any associate of any such person. However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair 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 6; and
  - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with section 250BD(1) of the Corporations Act, a vote on Resolution 6 must not be cast or on behalf of a member of the Key Management Personnel (**KMP**) or a Closely Related Party of such a member 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.

### **Resolution 7 – 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 7 by or on behalf of Mr Clayton Howes or any associate of Mr Howes.

Additionally, in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the MONEYME Employee Equity Incentive Plan, or any associate of any such person.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 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 7; and
  - the holder votes on Resolution 7 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 7 must not be cast or on behalf of a member of the Key Management Personnel (**KMP**) or a Closely Related Party of such a member 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.

### **Resolution 8 – Ratification of prior issue of Performance Rights**

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 8 by, or on behalf of, a person who participated in the issue of Performance Rights under the MONEYME Employee Equity Incentive Plan which is further described in the Explanatory Notes to Resolution 8, or any associate of such a person.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with the directions given to the proxy or attorney to vote on Resolution 8 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote on Resolution 8; 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 8; and
- the holder votes on Resolution 8 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 8 must not be cast or on behalf of a member of the Key Management Personnel (**KMP**) or a Closely Related Party of such a member 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.



## 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 MONEYME shares as at **7.00pm AEDT on Monday, 18 November 2024** 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 the Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney NSW.

Registration for the AGM will commence from **10.30am AEDT on Wednesday, 20 November 2024** (30 minutes 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 cast a direct vote and then 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 Company's share registry, Link Market Services (**Share Registry**) by telephone 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 by the Share Registry no later than **11.00am AEDT on Monday, 18 November 2024**, 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 <a href="https://investorcentre.linkgroup.com">https://investorcentre.linkgroup.com</a> 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 the Share Registry no later than **11.00am AEDT on Monday, 18 November 2024**, 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 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 is available for download from the Share Registry 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 to 8 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 set out on pages 4 to 6 above, 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 questions via the Webcast.

Shareholders who are unable to attend the AGM in person and wish to submit questions before the Meeting 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 Friday, 15 November 2024**. 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.

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 AGM 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 17 October 2024.

## Explanatory Notes

These Explanatory Notes have been prepared in relation to the business to be conducted at MONEYME's 2024 AGM to be held at **11.00am AEDT on Wednesday, 20 November 2024**.

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

Resolution 1 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolutions 2 to 8 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 Corporations Act requires that the Company's Remuneration Report for the financial year ended 30 June 2024 be put to the vote of shareholders for adoption by way of a non-binding vote. The Remuneration Report is set out at pages 27 to 39 of MONEYME's FY24 Annual Report, available at <https://investors.moneyme.com.au> under the Reports section of 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 Ms Susan Hansen as a Director

The Board appointed Ms Hansen as a Non-Executive Director of the Company in December 2023. Under Rule 7.1(e) of the Company's Constitution, Ms Hansen is required to retire at the AGM, but is eligible for re-election under Rule 7.1(i). Ms Hansen seeks re-election in accordance with that Rule.

Ms Hansen has 40 years of experience in finance, risk assessment, and governance. She has served as a non-executive Director at listed and non-listed companies in Australia, New Zealand and the United Kingdom since 2001, including for Resimac Group Limited (ASX: RMC), where she is currently the Interim Chief Executive Officer. Beyond her directorship commitments, she is an accomplished author, speaker, and course facilitator at the Institute of Directors in New Zealand. Ms Hansen is a

Chartered Accountant with a Bachelor of Commerce and MBA from the University of Cape Town and is a graduate of the Australian Institute of Company Directors.

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

The Board has considered whether Ms Hansen 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 (4<sup>th</sup> edition). Having regard to her position as a Director of Resimac Group Limited, which together with its associates currently holds more than 20% of the Company's shares, the Board does not consider Ms Hansen to be an independent Director.

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

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

### **Resolution 3 – Re-election of Mr James McPhee as a Director**

The Board appointed Mr McPhee as a Non-Executive Director of the Company in March 2024. Under Rule 7.1(e) of the Company's Constitution, Mr McPhee is required to retire at the AGM, but is eligible for re-election under Rule 7.1(i). Mr McPhee seeks re-election in accordance with that Rule.

Mr McPhee is the Chair of the Board of Directors and a member of the Remuneration and Nominations Committee. He is an experienced executive and Director with over 35 years of experience in financial services. He was Chief Executive Officer of ME Bank from 2010 to 2020. Prior to that, he served as an Executive Director of Bendigo and Adelaide Bank and was Managing Director of Adelaide Bank. Mr McPhee is currently a Director of G&C Mutual Bank and Archa Limited. He was previously the Chair of SocietyOne Holdings Pty Limited (**SocietyOne**) from March 2021 until its acquisition by MONEyme in March 2022. He also served on the Boards of Rural Bank, the South Australian Cricket Association and the Melbourne Renegades. Mr McPhee holds an Honours Degree in Civil Engineering and an MBA from the University of Adelaide and is a graduate of the Australian Institute of Company Directors.

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

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

The Board considers that Mr McPhee's experience in the areas of business management, governance and consumer finance has been and continues to be of great benefit to the Company. Prior to submitting himself for re-election, Mr McPhee confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company. The Board unanimously supports Mr McPhee's re-election.

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

#### **Resolution 4 – Re-election of Mr David Taylor as a Director**

Mr Taylor 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 Taylor has been a Non-Executive Director of the Company since March 2022 following the Company's acquisition of SocietyOne Holdings Pty Ltd, where Mr Taylor was a Non-Executive Director from March 2018 until completion of the acquisition. He is the Chair of the Board's Remuneration and Nomination Committee.

Mr Taylor has over 30 years of financial services experience across retail banking, payment systems, superannuation, wholesale banking, funds management, capital markets and fintech partnerships. From 2010 until July 2021, Mr Taylor was the CEO of G&C Mutual Bank, where he remains a Director. He previously held senior executive positions at Credit Union Services Corporation (CUSCAL) and Finance Industry Consulting Services. Mr Taylor is also currently a Director of CUFSS Limited, and Shared Service Partners Pty Limited. Mr Taylor holds a First Class Honours Degree in Political Economy from the University of Adelaide and is a graduate of the Australian Institute of Company Directors.

The Board has considered whether Mr Taylor 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 (4<sup>th</sup> edition). The Board considers Mr Taylor to be an independent Director.

The Board considers that Mr Taylor's experience in the areas of business management, consumer finance, risk management and stakeholder management has been and continues to be of great benefit to the Company. Prior to submitting himself for re-election, Mr Taylor confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company. The Board unanimously supports Mr Taylor'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 4.*

#### **Resolution 5 – Appointment of Grant Thornton Audit Pty Ltd as auditor of the Company**

Resolution 5 seeks the appointment of Grant Thornton Audit Pty Ltd as the Auditor of MONEYME Limited under section 327B(1)(b) of the Corporations Act.

In November 2023, the Board completed a competitive tender process for its external audit services. After careful consideration, the Board selected Grant Thornton Audit Pty Ltd as the new Auditor.

The Company's previous Auditor, Deloitte Touche Tohmatsu, therefore resigned as auditor effective 29 November 2023, and the Directors resolved to appoint Grant Thornton Audit Pty Ltd to fill the vacancy in the role of Auditor with effect from the same date, pursuant to section 327C of the Corporations Act.

Under 327C of the Corporations Act, the appointment of Grant Thornton Audit Pty Ltd by the Directors lasts until the next Annual General Meeting following that appointment. Accordingly, the office of Auditor falls vacant at the AGM, and it is proposed that the Company re-appoint Grant Thornton Audit Pty Ltd at the AGM to fill that vacancy.

Grant Thornton Audit Pty Ltd provided written consent to act as the Company's Auditor under section 328A of the Corporations Act prior to their appointment by the Directors. That consent to act has not been withdrawn.

Section 328B(1) of the Corporations Act requires that written notice of nomination of an Auditor proposed to be appointed at a company's Annual General Meeting be received from a member of the Company. The Company has received notice from Clayton Howes, a member of the Company,

nominating Grant Thornton Audit Pty Ltd as Auditor of the Company. A copy of that notice is attached at Attachment 2 to this Notice of Meeting.

**Resolution 6 – Future issues of securities under the MONEYME Employee Equity Incentive Plan**

Resolution 6 concerns the future grant of equity securities under the MONEYME Employee Equity Incentive Plan (**Plan**) as outlined below.

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

One of the exceptions to ASX Listing Rule 7.1, which is set out in ASX Listing Rule 7.2, exception 13, applies where shareholder approval of securities under an employee incentive scheme is obtained within three years before the issue of the securities.

Shareholder approval is sought for the issue of up to 40,000,000 equity securities under the Plan. If shareholders give this approval, that issues of securities under the Plan up to this limit within the three years following the AGM will not be counted towards the 15% limit under ASX Listing Rule 7.1.

By seeking shareholder approval of Resolution 6, the Company is seeking flexibility to manage its capital requirements efficiently by ensuring that the 15% limit under the ASX Listing Rule 7.1 is not diminished by the issue of securities under the Plan and capacity is available for capital management and other purposes, if necessary.

If Resolution 6 is not passed, the issue of securities under the Plan can still proceed, but any such issue will reduce the Company’s capacity to issue equity securities without shareholder approval under ASX Listing Rule 7.1 for 12 months following the issue.

The approval under exception 13 is only available to the extent that:

- the number of equity securities issued under the MONEYME Employee Equity Incentive Plan does not exceed the maximum number of securities proposed to be issued as set out in this Notice under Resolution 6; and
- there is no material change to the terms of the MONEYME Employee Equity Incentive Plan.

A copy of the rules of the MONEYME Employee Equity Incentive Plan is available on our website at <https://investors.moneyme.com.au> under the Corporate Governance section of the About MONEYME tab.

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

ASX Listing Rules 7.2 requires this Notice of Meeting to include the following specified information in relation to the securities to be issued under the MONEYME Employee Equity Incentive Plan:

<p><b>Summary of the terms of the MONEYME Employee Equity Incentive Plan</b></p>	<p>See Attachment 1 to these Explanatory Notes.</p>
<p><b>Number of securities issued under the MONEYME Employee Equity Incentive Plan since listing</b></p>	<p>As at 10 October 2024, being the last practicable day prior to the publication of this Notice of Meeting, 71,995,567 equity securities have been issued under the MONEYME Employee Equity Incentive Plan since MONEYME was listed on ASX.</p>

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<b>Maximum number of equity securities proposed to be issued under the Plan</b>	If Shareholders approve Resolution 6, the maximum number of equity securities proposed to be issued under the Plan following that approval (and prior to any further approval by Shareholders) is 40,000,000, being approximately 5% of the total number of ordinary Shares on issue as at the date of this Notice of Meeting. This maximum number of equity securities is not intended to be a prediction of the actual number of equity securities to be issued under the Plan, but is specified for the purposes of setting a ceiling on the number of equity securities approved to be issued under and for the purposes of exception 13 in ASX Listing Rule 7.2.
<b>Voting exclusion</b>	A Voting Exclusion Statement is set out in the Notice of Meeting.

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

### **Resolution 7 – Issue of Performance Rights to Mr Clayton Howes**

Resolution 7 concerns 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 9,209,091 Performance Rights to Mr Howes as part of his total remuneration package for the financial year ending 30 June 2025.

#### *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 MONEYPE, shareholder approval is required for the issue of Performance Rights to him. 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 ASX Listing Rule 7.1 or the issue is approved by shareholders. Approval of Resolution 7 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 ASX 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 7 is approved by shareholders, the Company will issue 9,209,091 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 7 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*

It is proposed that Mr Howes be granted 9,209,091 Performance Rights. The number of Performance Rights to be granted to Mr Howes has been calculated by dividing \$1,013,000 (being the dollar value of the award approved by the Board, which represents 150% of Mr Howes' FY2025 fixed annual remuneration) by \$0.11, being the volume weighted average share price for MONEyme shares traded on ASX during the 5 day trading period following the release to ASX of the Company's full year financial results for the period ended 30 June 2024.

#### *Performance Period*

The Performance Period commenced on 1 July 2024 and will conclude on 30 June 2026.

#### *Vesting of Performance Rights*

Following the conclusion of the Performance Period, up to 100% 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 the 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 2027.

#### *Performance Conditions*

The vesting of Performance Rights is subject to three Performance Conditions to be measured in respect of the Performance Period. These Performance Conditions have been linked to the achievement of key financial and strategic goals that will enable MONEyme to achieve its strategic objectives. The three Performance Conditions are based on:

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

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

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

\* Normalised NPAT is calculated by adjusting statutory profit for non-cash depreciation, ECL provision movements, and significant infrequent items.

<b>Table 2: Total Shareholder Return Performance Condition – applying to a maximum of 30% of Performance Rights available in the Performance Period</b>	
<b>Performance Level</b>	<b>Vesting percentage</b>
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%

<b>Table 3: Strategic Initiatives Performance Condition – applying to a maximum of 30% of Performance Rights available in the Performance Period</b>	
<b>Performance Level</b>	<b>Vesting percentage</b>
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 the Performance Period, having regard to any matters that it considers relevant.

#### *Additional Terms of the Performance Rights*

- Performance Rights do not carry any dividend or voting rights prior to vesting.
- The Company's obligation to allocate shares on vesting of the Performance Rights may be satisfied by issuing new shares, procuring the transfer to, or procuring the setting aside for the participant the number of shares in respect of which Performance Rights have vested.
- The Plan contains provisions which give the Board the ability, in certain circumstances, to impose clawback, including the lapse of unvested Performance Rights and forfeit of shares allocated upon vesting of Performance Rights (e.g. in the event of fraud or gross misconduct).
- Vesting of the Performance Rights will be determined by reference to the achievement of the Performance Conditions over the Performance Period but will be subject to an exercise restriction

whereby no vested Performance Rights will become exercisable until the day following the release to ASX of the full year financial results for MONEyme for the period ended 30 June 2027.

- Performance will be tested after the end of the Performance Period to determine the extent to which the Performance Conditions have been satisfied.
- 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:

<p><b>Name of the person and category under rules 10.14.1 – 10.14.3</b></p>	<p>Clayton Howes is the Managing Director and CEO of MONEyme and, as a Director, falls within the category of people set out in ASX Listing Rule 10.14.1.</p>
<p><b>Number and class of securities proposed to be issued</b></p>	<p>It is proposed that 9,209,091 Performance Rights be granted to Mr Howes. The Performance Rights may convert to fully paid ordinary shares in MONEyme on a one-for-one basis subject to the achievement of the Performance Conditions described above.</p>

<b>Director's current total remuneration package</b>	Mr Howes' total remuneration package for FY2025 comprises: <ul style="list-style-type: none"> <li>○ fixed annual remuneration of \$675,000;</li> <li>○ a short term incentive of up to \$675,000 (being 100% of fixed annual remuneration); and</li> <li>○ a long term incentive up to the value of \$1,013,000 (being 150% of fixed annual remuneration).</li> </ul>
<b>Number of securities previously issued to Mr Howes under the Plan</b>	12,844,159 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.
<b>Material terms of the securities</b>	The Performance Rights are not quoted on ASX and carry no voting or dividend rights. Any shares allocated on vesting of the Performance Rights will rank equally with fully paid ordinary shares on issue at the time.
<b>Explanation of why that security is being used</b>	<p>The Performance Rights are being issued to incentivise Mr Howes 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.</p> <p>The Company uses Performance Rights to incentivise Mr Howes to deliver the Company's growth strategy and financial performance in the interests of shareholders and because:</p> <ul style="list-style-type: none"> <li>○ they are unquoted, therefore their grant has no immediate dilutionary impact on shareholders;</li> <li>○ their issue will align the interests of Mr Howes with those of shareholders;</li> <li>○ their issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Howes as part of his long-term incentive; and</li> <li>○ it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting Performance Rights on the terms proposed.</li> </ul>
<b>Value attributed to the securities</b>	The value that the Company attributes to the Performance Rights being issued is \$1,013,000.
<b>Date by which the securities will be issued</b>	It is currently expected that if shareholder approval for the issue of the Performance Rights is obtained, the Performance Rights will be issued to Mr Howes on or around 25 November 2024. In any event, the Performance Rights will be issued by no later than 30 June 2025.

<b>Price at which the securities will be issued</b>	The Performance Rights will be issued to Mr Howes for nil cash consideration and no cash consideration will be payable upon the conversion of the Performance Rights or the subsequent issue of shares, if any. Accordingly, no funds will be raised from the issue or conversion of the Performance Rights.
<b>Summary of the material terms of the Plan</b>	A summary of the material terms of the Plan is included at Attachment 1 to this Notice of Meeting.
<b>Summary of the material terms of any loan in relation to the acquisition</b>	No loan will be provided to Mr Howes in relation to the Performance Rights to be issued under the Plan.
<b>Annual Report</b>	Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
<b>Exclusion of persons under rule 10.14</b>	Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.
<b>Voting exclusion</b>	A Voting Exclusion Statement is set out in the Notice of Meeting.

*Rationale for the proposed grant*

The Directors consider that it is important for the Company to be able to attract and retain experienced 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 7*

No Director other than Mr Howes has an interest in the outcome of Resolution 7.

*Directors' recommendation*

The Directors, with Mr Howes abstaining, unanimously recommend that shareholders vote in favour of Resolution 7.

**Resolution 8 – Ratification of prior issues of Performance Rights**

*Background*

On 23 April 2024, the Company issued a total of 61,754,501 Performance Rights under the MONEYME Employee Equity Incentive Plan. As disclosed in the Company’s Appendix 3G lodged with ASX on 1 May 2024, 11,875,000 of these Performance Rights were issued to the Company’s Managing Director, Mr Clayton Howes, pursuant to the shareholder approval given at the Company’s AGM held on 29 November 2023 for the purposes of Listing Rule 10.14, and therefore fall within exception 14 in ASX Listing Rule 7.2. The balance of 49,879,501 Performance Rights were issued without security holder approval using part of the Company’s 15% placement capacity under ASX Listing Rule 7.1.

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

*Reasons for seeking approval*

Resolution 8 is for shareholders to ratify, for the purpose of ASX Listing Rule 7.4, the issue of 49,879,501 Performance Rights on 23 April 2024.

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

Since the issue of 49,879,501 Performance Rights on 23 April 2024 was not made under any of the exceptions to ASX Listing Rule 7.1, this issue effectively used up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company’s capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company’s capacity to issue further equity securities without shareholder approval under that rule.

If shareholders approve Resolution 8, the Company will have greater flexibility to make future issues of the Company’s shares and other issuances of equity securities to raise funds to meet future needs.

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

For the purposes of calculating the impact on placement capacity under the ASX Listing Rules, the maximum number of fully paid ordinary shares which may be issued if all Performance Rights subject of this resolution are exercised is 49,879,501.

If shareholders do not approve Resolution 8, the issue of the Performance Rights subject of this Resolution will be included in calculating the Company’s 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without shareholder approval over the 12 month period following the issue date.

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

<b>Persons to whom the securities were issued</b>	Employees of the Company and its subsidiaries.
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<b>Number and class of securities issued and date of issue</b>	49,879,501 Performance Rights issued on 23 April 2024. Each Performance Right is a right to receive one fully paid ordinary share in the Company. For the purposes of calculating the impact on placement capacity, the maximum number of fully paid ordinary shares which may be issued if all Performance Rights subject of this resolution exercised is 49,879,501.
<b>Price or other consideration the entity has received for the securities</b>	Nil.
<b>Terms of the securities</b>	Refer to Attachment 1.
<b>Purpose of issue and intended use of the funds raised by the issue</b>	To assist in the reward, retention and motivation of employees. The MONEYME Employee Equity Incentive Plan is designed to align the interests of senior executives with the interests of shareholders by providing an opportunity for the participant in the MONEYME Employee Equity Incentive Plan to receive an equity interest in the Company.
<b>Voting exclusion</b>	A Voting Exclusion Statement is set out in the Notice of Meeting.

*For the reasons set out above, the Directors unanimously recommend that Shareholders vote in favour of Resolution 8.*

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

The key elements of the Plan are as follows:

<p><b>Eligibility to participate</b></p>	<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>
<p><b>Types of securities</b></p>	<p>One or more of the following may be granted to eligible participants under the Plan:</p> <ul style="list-style-type: none"> <li>• <b>Performance Rights:</b> the right to be allocated or issued a share subject to the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer;</li> <li>• <b>options:</b> the right to a share subject to the payment of the applicable exercise price, the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer; and/or</li> <li>• <b>restricted shares:</b> a share issued to an eligible participant subject to the restrictions and vesting conditions set out in the Plan, which may include a trading restriction.</li> </ul>
<p><b>Offers</b></p>	<p>The Board, in its absolute discretion, may make offers to eligible participants to:</p> <ul style="list-style-type: none"> <li>• participate in a grant of Performance Rights or options on the terms set out in the Plan and additional terms and conditions that the Board determines apply to an individual offer; and/or</li> <li>• acquire restricted shares (separate to, and independent from, any shares acquired under a Performance Right or option) subject to the specific terms contained in an individual invitation letter.</li> </ul>
<p><b>Consideration payable</b></p>	<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>
<p><b>Vesting</b></p>	<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>

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

**Attachment 2 – Nomination of Auditor**

2 October 2024

MONEYME Limited  
Level 3, 131 Macquarie Street  
Sydney NSW 2000

Attention: Mr Jonathan Swain, Company Secretary

Dear Mr Swain

**Notice of nomination of Grant Thornton Audit Pty Ltd as auditor of MONEYME Limited**

I, Clayton Howes, being a member of MONEYME Limited ACN 636 747 414 (**Company**), hereby give notice pursuant to section 328B of the *Corporations Act 2001 (Cth)* nominating Grant Thornton Audit Pty Ltd for appointment as Auditor of the Company at the next Annual General Meeting of the Company to be held on Wednesday 20 November 2024, or any adjournment or postponement of that Meeting.


Yours sincerely



.....  
Clayton Howes


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## LODGE YOUR VOTE

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **BY MAIL**  
 MONEYME Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

 **BY FAX**  
 +61 2 9287 0309

 **BY HAND**  
 Link Market Services Limited  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150


 **ALL ENQUIRIES TO**  
 Telephone: 1300 554 474      Overseas: +61 1300 554 474

## VOTING FORM

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

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday, 20 November 2024**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

OR

### B APPOINT A PROXY

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 you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday, 20 November 2024 at Radisson Blu Plaza Hotel, 27 O’Connell Street, Sydney, New South Wales (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 6, 7 & 8:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 6, 7 & 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company’s Key Management Personnel (**KMP**).

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


## VOTING DIRECTIONS

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

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

### Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Susan Hansen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr James McPhee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr David Taylor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Appointment of Grant Thornton Audit Pty Ltd as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Future issues of securities under the MONEYME Employee Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of Performance Rights to Mr Clayton Howes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of prior issue of Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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



## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

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

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will not cancel your direct vote unless you cast a vote during the meeting.

The Chair's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, tick the box in Box B in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Box B in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIR OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Monday, 18 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

<https://investorcentre.linkgroup.com>

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



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

For personal use only