

MONEY3 CORPORATION LIMITED
ABN 63 117 296 143

ANNUAL GENERAL MEETING 2021

The Annual General Meeting of the Company to be held at 11:00 am
(AEDT) on Thursday 18 November 2021
To participation in the meeting via
<https://meetings.linkgroup.com/mny21>

money3

Money3 Corporation Limited

ABN 63 117 296 143

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the members of Money3 Corporation Limited (“the Company”) will be held on **18 November 2021** at **11:00 AM** (AEDT).

In response to Government imposed travel restrictions and potential health risks associated with COVID-19, the Board has determined that this years’ Annual General Meeting will be held virtually.

There will be no physical meeting where Shareholders can attend, but Shareholders are invited to participate in the meeting online via <https://meetings.linkgroup.com/mny21>. The online platform will allow Shareholders to view the meeting, ask questions and vote during the meeting.

However, even if you plan to attend the meeting online, we encourage you to submit a directed proxy vote before the meeting so if for any reason you cannot attend (for example, internet connection failure), your vote will be counted. Shareholders can lodge their proxy online or complete and return a hard copy to our registry as outlined on the Proxy Form.

Shareholders can also ask questions before the meeting by logging on to their holding at www.linkmarketservices.com.au and selecting ‘Ask Question’ in the voting tab OR by sending questions to cosec@money3.com.au no later than 11.00am on Tuesday 16th November 2021.

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum. The Explanatory Memorandum and the Proxy Form attached to this notice form part of this Notice of Annual General Meeting.

The Directors have determined that pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on Tuesday 16th November 2021 at 7.00 pm (AEDT).

This Notice of Annual General Meeting contains only ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution including voting via proxies.

Business of Meeting

1. Financial Statements and Reports

To receive the Financial Statements for Money3 Corporation Limited for the year ended 30 June 2021, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

You may download a copy of the Annual Report from our website: <https://investors.money3.com.au>.

2. Resolution 1 – Remuneration Report

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

"That the Remuneration Report section of the Director's Report for the Company for the year ended 30 June 2021 be adopted."

Information on the remuneration report can be found on pages 27 to 36 of the 2021 Annual Report to Shareholders.

3. Resolution 2 – Re-election of Kate Robb as Director

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

"That Kate Robb having retired by rotation in accordance with clause 79(4) of the Company's Constitution, being eligible and having offered herself for re-election in accordance with clause 79(5) of the Company's Constitution, be re-elected as a Director of the Company."

4. Resolution 3 – Refresh Employee Equity Plan (EEP)

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

"That, for the purposes of ASX Listing Rule 7.2, Exception 13, the Shareholders approve the issue of securities under the Company's existing Employee Equity Plan (EEP) as exception to the requirement to obtain shareholder approval under ASX Listing Rule 7.1."

5. Resolution 4 – Refresh Employee Exempt Share Plan (EESP)

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

"That, for the purposes of ASX Listing Rule 7.2, Exception 13, the Shareholders approve the issue of securities under the Company's existing Employee Exempt Share Plan (EESP) as exception to the requirement to obtain shareholder approval under ASX Listing Rule 7.1."

6. **Resolution 5 – Issue of Performance Rights to Scott Baldwin under Employee Equity Plan**

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

*“That, pursuant to ASX Listing Rule 10.14, Section 200B of the Corporations Act 2001 (Cth) (“the **Act**”) and all other purposes, Shareholders approve the issue of 274,538 Performance Rights to Mr Scott Baldwin under the Company’s Employee Equity Plan (“**EEP**”) together with the Accelerated Exercise Period in respect of those Performance Rights for the purposes of section 200B of the Act on the terms as set out in the EEP and explanatory memorandum.”*

7. **Other Business**

To consider any other business that may legally be brought forward.

Voting Exclusions and Restrictions

Corporations Act

Advisory vote for Resolution 1

Section 250R(2) of the Corporations Act 2001 (Cth) ('the Act') requires Shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

The Remuneration Report details the remuneration policies for the Company and reports the remuneration arrangements for Directors and Key Management Personnel (identified for the purposes of the Accounting Standards). The Remuneration Report is set out on pages 27 to 36 of the 2021 Annual Report to Shareholders.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Board will however consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Act, if 25% or more of votes that are cast at the meeting are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required at the second of those AGM's to vote on an additional resolution ("**Spill Resolution**") that a further meeting be held within 90 days of the Spill Resolution. At that further meeting, all of the Company's Directors (other than any Managing Director) must go up for re-election.

Shareholders will recall that not more than 25% of the votes cast were cast against the 'remuneration resolution' at the 2020 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Chair will give Shareholders a reasonable opportunity to ask questions about or make comments on the Report.

Voting restrictions & exclusion for Resolutions 1, 3, 4 & 5

Resolutions 1, 3, 4 and 5

Key Management Personnel (**KMP**) and their closely related parties are not permitted to vote on these Resolutions. KMPs of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's KMPs for the financial year ending 30 June 2021. 'Closely related parties' are defined in the Corporations Act 2001 (Cth), and include certain of their family members, dependents and companies they control.

However, a KMP may cast a proxy where the proxy **specifies in writing how the KMP is to vote** (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the Shareholder expressly authorises the chair to exercise the proxy.

Accordingly, if you have appointed the Chair as your proxy you must either direct the Chair how to vote or you must tick the box on the Proxy Form expressly authorising the Chair to vote undirected proxies notwithstanding that the Chair or KMP may benefit.

If you have appointed a KMP as your proxy and do not direct the KMP how to vote on Resolutions 1, 3, 4 and 5, your votes will not be counted in calculating the required majority when a poll is called on this Resolution.

If you have appointed the Chair as your proxy and do not direct the Chair how to vote or you do not mark the box authorising the Chair to vote undirected proxies, the Chair will not cast your votes on Resolutions 1, 3, 4 & 5 and your votes will not be counted in calculating the required majority when a poll is called on this resolution.

ASX Listing Rules (Resolutions 3, 4 and 5)

Resolutions 3 & 4

In accordance with ASX Listing Rule 14.11.1, the Company will disregard votes cast in favour of Resolutions 3 & 4 by or on behalf of:

- A person who is eligible to participate in the employee EEP or the EESP; or
- any associate of the person who is eligible to participate in the employee EEP or EESP.

However, this does not apply to a vote cast in favour of either of these resolutions by:

- 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;
- The chair of the meeting 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
- A holder 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 the resolution; and
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

In accordance with ASX Listing Rule 14.11.1, the Company will disregard votes cast in favour of this resolution by or on behalf of:

- Mr Scott Baldwin; or
- An associate of Mr Scott Baldwin.

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

- 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;

- The chair of the meeting 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
- A holder 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 the resolution; and
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Board encourages you to direct your proxy how to vote on all Resolutions. The Chairman intends to vote undirected proxies in favour of all Resolutions.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on **Resolutions 1, 3, 4 & 5** by marking either “**For**”, “**Against**” or “**Abstain**” on the Voting Form for that item of business.

Entitlement to Vote

All items of business set out in the Notice of Annual General Meeting will be decided by way of a Poll. On a poll, Shareholders have one vote for every fully paid ordinary share held, subject to voting restrictions above.

The Directors have determined that pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on Tuesday 16th November 2021 at 7.00 pm (AEDT).

Attending the Annual General Meeting virtually and live voting online.

Shareholders and proxyholders attending virtually will have the ability to ask questions during the AGM via the online platform and telephone, and to hear the discussion, subject to the connectivity of their device. Shareholders can watch and participate in the Annual General Meeting online via:

<https://meetings.linkgroup.com/mny21>

To participate and vote online you will need your shareholder number and postcode. Proxy holders will need their proxy number which will be provided by Link Market Services no later than 24 hours prior to the Annual General Meeting and following lodgement of the proxy appointment. Online participants should register at least 15 minutes before the start of the Annual General Meeting.

You will be able to live vote during the meeting. You will be able to vote during the meeting for, against or abstain on each item of business through the online platform.

Technical difficulties may arise during the meeting. The Chairman has the discretion as to whether and how the online meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman 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 Chairman may continue to hold the online meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, Shareholders are encouraged to lodge a proxy by 11.00am on Tuesday 16th November 2021 even if they plan to attend the meeting online.

A detailed guide to participating in the Virtual AGM can be obtained at www.investors.money3.com.au.

Proxy instructions and lodgement

The business of the Annual General Meeting affects your shareholding and your vote is important.

Prior to making any decision, Shareholders may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed resolutions.

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies. The Proxy Form to be used is to be read in conjunction with and accompanies this notice of meeting.

A proxy need not be a Shareholder of the Company. The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed by the corporation in accordance with section 250D the Act. Where a proxy is appointed by a Shareholder's

attorney, the power of attorney together with evidence of non-revocation must be lodged with the Proxy Form. Further terms relating to the use of the proxy are described on the accompanying Proxy Form.

A Shareholder may choose whether or not to direct the proxy to vote. If the Shareholder does not direct the proxy how to vote on each Resolution, the proxy may vote as the proxy sees fit on the Resolutions for which the proxy is not directed (subject to the special voting requirements for Resolutions 1, 3, 4 & 5). A member who is entitled to cast two or more votes may appoint two proxies, may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the member.

You may vote on the day of the meeting should you attend the meeting virtually, however you are encouraged to vote prior to the meeting by completing and lodging your Proxy Form with the Company no later than 11.00 am Tuesday 16 November 2021 (AEDT) (**being no later than 48 hours before the meeting**) by one of the following methods:

Online: Shareholders may lodge proxies online by visiting www.linkmarketservices.com.au.

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

By Mail: Money3 Corporation Limited

C/- Link Market Services

Locked Bag A14

Sydney South NSW 1235

Australia

By Fax: +61 2 9287 0309

PLEASE NOTE THAT PROXY FORMS RECEIVED AFTER 11.00AM TUESDAY 16TH NOVEMBER 2021 WILL BE CONSIDERED INVALID.

Corporate Representatives

A Corporation may elect to appoint an individual to act as its representative in accordance with Section 250D of the Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Act to be provided. The certificate must be lodged with the Company or Link Market Services before the Annual General Meeting. The Company will retain the certificate. A copy of the certificate can be obtained from Link Market Services online at www.linkmarketservices.com.au.

By Order of the Board:

A handwritten signature in blue ink, appearing to read 'TBakos', is written over a light blue rectangular background.

Terri Bakos
Company Secretary
Melbourne,
5 October 2021

Money3 Corporation Limited
ABN 63 117 296 143
Notice of Annual General Meeting

Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting (“**AGM**”) of the Company (“**Notice**”) concerning the meeting to be held at 11:00 AM on Thursday 18 November 2021 via online facilities. Information on how to use the online facilities are set out in the Notice of Meeting.

1. Financial Statements and Reports

This agenda item is self-explanatory. In accordance with the Act, Shareholders will be given the opportunity to raise questions on the Financial Statements and Reports, and on the performance of the Company generally. During the discussion of this item, the Company’s auditors will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company’s auditor, please post your question to the Company Secretary or email to cossec@money3.com.au. Written questions must relate to the content of the auditor’s report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions relating to the Financial Statements must be received at least five business days before the Annual General Meeting, which is by no later than 11:59 PM, 11 November 2021.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose and there is no requirement either in the Act or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors’ Report or the Auditor’s Report of the meeting or that the Financial Statements and Reports be accepted, rejected or modified in any way.

2. Resolution 1 – Remuneration Report

Section 250R(2) of the Act requires a resolution that the Remuneration Report be adopted be put to a vote at the listed company’s AGM. The vote is advisory only and does not bind the Directors or the Company.

The Remuneration Report, which forms part of the Directors’ Report, is set out on pages 27 to 36 of the 2021 Annual Report and can be found on the Company website at <https://investors.money3.com.au>.

3. Resolution 2 – Re-election of Kate Robb as Director

Kate Robb was appointed a Non-Executive Director on the 1 September 2019.

Ms Robb is a Chartered Accountant bringing more than 20 years of governance, internal audit, risk management and compliance experience to the Board. She has held a number of senior management roles in ASX-listed companies across a number of industries including financial services, energy, and telecommunications. Kate has recently worked for AGL Energy holding several roles with a focus on risk policy and compliance. Prior to that she was an Audit Director with ANZ Banking Group. Earlier roles include managing internal audit and risk functions at United Energy and Commander Communications as well as several roles with PricewaterhouseCoopers where she commenced her accounting career. Kate has served on board positions for several not-for-profit and community-based organisations including the Sandringham Community Bendigo Bank (**Bank**) where she was a director and company secretary. Kate is still an independent member of the Bank audit committee.

Ms Robb does not currently hold any other board positions.

Ms Robb and the Company believe that she has sufficient capacity to fulfil her duties and responsibilities to the Company.

Ms Robb currently holds 40,707 Ordinary Shares in the Company.

The Directors, other than Ms Kate Robb who abstains, recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Issue of securities under Employee Equity Plan

4.1 Background & key terms of the EEP

The Company adopted an Employee Equity Plan (**EEP**) in 2018 to encourage employees to achieve performance targets set by the Company and meet changes in Australian Taxation Laws.

The EEP operates independently of the Exempt Employee Share Plan (EESP), the subject of Resolution 4.

Summary of key terms

Eligible Persons	<p>Director, officer, employee or contractor of a group company or who is otherwise an Eligible Participant under ASIC Class Order 14/1000 (Eligible Persons). The Plan has been expanded to 'casual employees' and prospective employees' (see below). Participation in the Plan is voluntary.</p> <p>The maximum total number of Shares that can be issued under the EEP (together with the EESP) is 5% of the Company's share capital issued during the previous 3-year period.</p>
Invitation and Acceptance	<p>Securities under the Plan include Shares, Options and Performance Rights (typically a right to acquire a Share without further payment).</p>

	<p>The Board has the discretion to make invitations to Eligible Persons including determining the total number of awards being made available or the manner for determining that number. The Board may also determine:</p> <ul style="list-style-type: none"> • In respect of Plan Shares, the issue price and any other specific terms and conditions of issue; and • in respect of Options, the exercise period, the exercise price and exercise conditions (if any). <p>No payment is due on the issue of an award under the Plan.</p> <p>An invitation must comply with Class Order 14/1000 and may include a summary or copy of the Plan.</p> <p>Securities issued under the Plan re not transferrable.</p> <p>The Board may accept or reject an application at its discretion.</p>
Options	<p>Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each Option is an option to subscribe for one Share. Upon exercise of an Option by the participant, each Share issued will rank equally with other quoted fully paid shares of the Company.</p> <p>Subject to satisfaction of any exercise conditions, an Option may be exercised by notice in writing and payment of exercise price. Options do not carry rights to participate in rights or bonus issues, unless it has been exercised and the Share issued prior to the record date.</p> <p>A Share issued pursuant to an Option may be subject to a Restraint Period.</p>
Capital Events	<p>If there is a variation in the share capital of the Company including a capitalisation, rights issue, sub-division, consolidation, or a reduction of share capital, the Board may, subject to the applicable Listing Rules or the rules of any other relevant stock exchange, make such adjustments as it considers appropriate. In respect of Options, Options must be exercised and in respect of Performance Rights, that Right has vested.</p>
Performance Rights	<p>The Board may issue Performance Rights at its discretion. A Performance Right confers an entitlement to be issued with 1 fully paid ordinary Share, at no cost to the holder.</p> <p>Performance Rights are not transferable.</p> <p>A Share issued pursuant to a Performance Right may be subject to a Restriction Period.</p>
Lapse Awards	<p>Any Options not vested in accordance with the Rules may not be exercised unless otherwise permitted by the Board. A Performance Right will lapse where the performance criteria has not been satisfied unless otherwise determined by the Board. Securities will automatically lapse in the event of fraud, breach of dishonesty or in certain circumstances where the participant ceases to be employed or where prescribed.</p>

Administration	The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.
Amendment	The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant. However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of options acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.
Termination	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.

For the purposes of the Plan (as defined in ASIC Class Order 14/1000):

- A **'Casual Employee'** is an individual who is or might reasonably be expected to be engaged to work the number of hours that are the pro-rate equivalent of 40% or more of a comparable full-time position; and
- A **'Prospective Employee'** means a person to who the offer (of securities) is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming an Eligible Employee.

A copy of the EEP rules is available on the Company's website www.investors.money3.com.au.

4.2 Purpose of the resolution

ASX Listing Rule 7.1 prohibits a listed Company from issuing or agreeing to issue more than 15% of its issued capital in a 12-month period without shareholder approval (**15% Limit**), unless an exception applies.

ASX Listing Rule 7.2, Exception 13, allows for the issue of shares to employees without Shareholder approval where the issue is pursuant to an employee incentive scheme and the Shareholders have approved the issue of securities under that scheme as an exception to ASX Listing Rule 7.1.

If passed this resolution will allow the Company to issue securities to employees under the EEP without seeking Shareholder approval for a period of 3 years from date of approval. If this resolution does not pass, the Company will fulfil its contractual obligations to employees by issuing securities under ASX Listing Rule 7.1.

Issues of securities to **related parties** under the EEP will still require Shareholder approval under ASX Listing Rule 10.14.

2,021,015 securities have been issued under the EEP since shareholders last approved an allocation under ASX Listing Rule 7.2, Exception 13 at the 2018 Annual General Meeting.

The maximum total number of securities that are proposed to be issued under the EEP (together with the EESP) is 5% of the Company's share capital issued during the previous 3-year period, inclusive of securities to be issued subject to Resolution 5.

Please refer to voting restrictions in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Issue of shares under Exempt Employee Share Plan

5.1 Background & key terms of the EESP

The Company adopted the Exempt Employee Share Plan (**EESP**) in 2008 to encourage employees to achieve performance targets of the Company and /or their respective business units.

The EESP operates independently of the Employee Equity Scheme (**EEP**), the subject of Resolution 3.

Summary of key terms

Eligible Persons	Selected permanent employees or directors or who is otherwise an Eligible Participant under ASIC Class Order 14/1000 (Eligible Persons) and satisfy the requirements of subsections 83A-35 and 83A-45 of the Income Tax Assessment Act.
-------------------------	---

Invitation and Acceptance	<p>Securities issued under the Plan are ordinary fully paid shares. Selected employees and directors of the Company are eligible to participate at the absolute discretion of the Board.</p> <p>The EESP allows employees to acquire up to \$1,000 of fully paid ordinary shares in a 12-month period without disclosure, provided the offer meets the requirement of class order 14/1000.</p> <p>The EESP does not contemplate any loans being given to employees.</p> <p>Employees are restricted from dealing in shares issued pursuant to the EESP until the earlier of 3 years after their issue or the date they cease to be an employee.</p> <p>The issue price of a share is a market price mechanism.</p> <p>An invitation must comply with Class Order 14/1000 and may include a summary or copy of the Plan.</p> <p>Securities issued under the Plan re not transferrable.</p> <p>The maximum total number of Shares that can be issued under the EESP (together with the EEP) is 5% of the Company's share capital issued during the previous 3 year period.</p>
Capital Events	<p>In the event of any reconstruction of the capital of the Company (including consolidation, sub-division, reduction or return of capital), the number of Shares to which each Employee is entitled will be reconstructed in the manner specified by the Listing Rules as applicable at the Issue Date.</p>
Administration	<p>The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.</p>
Amendment	<p>The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant.</p> <p>However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of shares acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.</p>

Termination	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.
--------------------	---

A copy of the EESP rules is available on the Company's website www.investors.money3.com.au.

5.2 Purpose of the resolution

ASX Listing Rule 7.1 prohibits a listed Company from issuing or agreeing to issue more than 15% of its issued capital in a 12month period without shareholder approval (**15% Limit**), unless an exception applies.

ASX Listing Rule 7.2, Exception 13, allows for the issue of shares to employees without Shareholder approval where the issue is pursuant to an employee incentive scheme and the Shareholders have approved the issue of securities under that scheme as an exception to ASX Listing Rule 7.1.

If passed this resolution will allow the Company to issue securities to employees under the EESP without seeking Shareholder approval. If this resolution does not pass, the Company will fulfil its contractual obligations to employees by issuing securities under ASX Listing Rule 7.1.

Issues of securities to **related parties** under the EESP will still require Shareholder approval under ASX Listing Rule 10.14.

26,814 ordinary shares have been issued under the EESP since shareholders last approved an allocation under ASX Listing Rule 7.2, Exception 13 at the 2018 Annual General Meeting.

The maximum total number of securities that are proposed to be issued under the EESP (together with the EEP) is 5% of the Company's share capital issued during the previous 3-year period, inclusive of securities to be issued subject to Resolution 5.

Please refer to voting restrictions in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 4.

6. Resolution 5 – Issue of Performance Rights to Scott Baldwin under Employee Equity Plan

6.1 Background

The Company continues to reward executives with competitive salary packages consisting of both cash and equity-based components.

The Company has negotiated the following salary package for Scott Baldwin, CEO and Managing Director for the 2022 financial year (“FY22”).

Component	Value of Allocation \$	Payment Method	% Allocation
Fixed Remuneration:	580,000	Cash	34%
Potential Short-term Incentive (STI):	580,000	Cash	33%
Potential Long-term Incentive (LTI):	580,000*	Equity	33%
Total Package:	1,740,000		100%

*Mr Baldwin has a right to receive up to 150% of this amount should the Company out-perform the Performance Hurdles during the LTI Performance Period.

The FY22 Fixed Remuneration and STI components of Mr Baldwin’s package are a 5.45% increase over the 2021 financial year (“FY21”). The FY22 LTI component has decreased in comparison to FY21 as Mr Baldwin’s FY21 LTI Package contained a transitional LTI allocation as he moved from the Company’s historical LTI program to the new LTI program (**New LTI Program**) as detailed below.

New LTI Incentive Program

The New LTI Program has been designed to align the recipients interests with those of Shareholders over the longer term. Performance Rights are issued under the Company’s Company Equity Plan (**EEP**) and are subject to a 3-year vesting period (**Performance Period**). Vesting is subject to the Vesting Hurdles referred to below.

Once the Performance Period has ended the Board (having regard to the relevant hurdles) will determine the quantity of Performance Rights that will vest and the Performance Rights will convert to Ordinary Shares. No disposal restrictions will apply to the Ordinary Shares.

New LTI Program-Vesting Hurdles

The total quantity of Performance Rights to be issued under the New LTI Program will be allocated between Composite TSR Hurdles and the EPS Hurdle as follows:

	Percentage of LTI Allocation (FY22)
EPS Hurdle	50% (EPS Allocation)
Composite TSR Hurdles	50% (TSR Allocation)
	100%

EPS Hurdle

The vesting of Mr Baldwin's total FY22 **EPS Allocation** is subject to the Company achieving an earnings per share (EPS) growth, using the Company's compound annual growth rate ("**CAGR**") over the Performance Period, as follows:

CAGR	Payout as a % of EPS Allocation
Below 8%	Nil
8% - 10%	50%
10% to 12.5%	100%
Above 12.5%	150%

Should the CAGR exceed 12.5% over the Performance Period, Mr Baldwin is entitled to 150% of his total EPS Allocation. That is, he may receive up to 137,269 Ordinary Shares.

The CAGR will be calculated by compounding the Company's annual results over the Performance Period commencing with the annual results for the first year of the Performance Period.

The Company's earnings over a relevant period may be adjusted to take into consideration the impact of any significant abnormal event that materially impacted on the Company's performance over the relevant period. For example, a Takeover Bid event.

The Company's EPS CAGR for the Performance Period will be calculated and assessed by the Board.

Composite TSR Hurdles

The vesting of Mr Baldwin's total FY22 **TSR Allocation** is dependent on the Company's Composite TSR (total share return) performance, assessed against the Absolute TSR and Relative TSR variables over the Performance Period based on as follows:

		Absolute TSR Growth			
		<8%	8% to 10%	10% to 12.5%	>12.5%
Relative TSR	<25 th percentile	Nil	25%	50%	75%
	25 th percentile	25%	50%	75%	100%
	50 th percentile	50%	75%	100%	125%
	75 th percentile	75%	100%	125%	150%

Should the above combinations of Absolute and Relative TSR be achieved, Mr Baldwin is entitled up to 150% of his total TSR Allocation. That is, he may receive up to 137,269 Ordinary Shares.

Relative TSR

Relative TSR will be measured against the ASX 200 Financials Index (“**AXFI or Index**”).

The Relative TSR of the Company and the Index will be expressed as a compound annual rate of return, comprised of:

- (A) the change in share price of the Company over the Performance Period.

In determining the change in a Company's share price, the value of securities on the start date and the end date of the Performance Period will be based on the Volume Weighted Average Price (“**VWAP**”) over the 20 trading days up to and including the relevant date. The VWAP on the end date of the Performance Period will be adjusted to take account of any stock splits or consolidations that occur during the Performance Period; and

- (B) the value of all dividends and other Shareholder benefits paid or otherwise made available to Shareholders during the Performance Period determined on the basis that:

- (1) the dividends and Shareholder benefits are reinvested in securities in the Company at the closing price of the securities on the date the dividend or Shareholder benefit was paid or otherwise made available to Shareholders of the Company; and

- (2) franking credits are disregarded.

Absolute TSR

The Absolute TSR of the Company will be expressed as a compound annual rate of return, comprised of:

- (A) the change in share price of the Company over the Performance Period.

In determining the change in a Company's share price, the value of securities on the start date and the end date of the Performance Period will be based on the Volume Weighted Average Price (“**VWAP**”) over the 20 trading days up to and including the relevant date. The VWAP on the end date of the Performance Period will be adjusted to take account of any stock splits or consolidations that occur during the Performance Period; and

- (B) the value of all dividends and other Shareholder benefits paid or otherwise made available to Shareholders during the Performance Period determined on the basis that:

- (1) the dividends and Shareholder benefits are reinvested in securities in the Company at the closing price of the securities on the date the dividend or Shareholder benefit was paid or otherwise made available to Shareholders of the Company; and
- (2) franking credits are disregarded.

The Company's Compound TSR for the Performance Period will be calculated and assessed by the Board.

Other Conditions

Other than the EPS and TSR Hurdles, the Performance Rights are also subject to a tenure condition. Mr Baldwin must remain employed with the Company over the Performance Period for the Performance Rights to vest.

Section 200B of the Corporations Act 2001 (Cth)

Section 200B of the Act requires ordinary shareholder approval (in accordance with the special provisions of Section 200E of the Act), to rely on the exemption from the prohibition on a company giving a benefit in connection with a person's retirement from an office or position of employment in that company, where that person is, or was, in the three years prior to his or her retirement, in a managerial or executive office of the company.

The EEP allows the Board, in its discretion, to afford persons ceasing employment with the Company certain benefits under the EEP. The term "benefit" has a wide operation and includes the Board exercising its discretion to vest and allow Mr Baldwin to exercise the Performance Rights on termination of his employment ("**Accelerated Exercise Period**").

The granting of the Accelerated Exercise Period is considered a termination benefit under the Corporations Act.

Should Mr Baldwin cease employment with the Company prior to the end of the Performance Period, all unvested Performance Rights will immediately lapse unless the Board makes a determination that the Performance Rights have vested.

For a benefit under Section 200B of the Act to be allowed, Section 200E of the Act requires that this Notice provide Shareholders with either the value of the proposed benefits or, where the value of the proposed benefits cannot currently be ascertained, the manner in which the value of the proposed benefits is calculated, and the matter, events and circumstances that will, or are likely to, affect the calculation of the value. In deciding such matters, event and circumstances, the Board will take into consideration:

- The financial performance of the Company;
- The personal performance of Mr Baldwin;
- The number of years of service Mr Baldwin has provided to the Company;
- The circumstances in which Mr Baldwin terminates from the Company, ie his death, permanent incapacity, genuine redundancy, take-over;
- The proportion of performance period served prior to termination date;

- Performance conditions achieved proportionally over the Performance Period.

The value of the termination benefits cannot be determined in advance. The Board has not determined whether it will exercise discretion to grant any Accelerated Exercise Period at this time or, in what circumstances such discretion will be exercised.

Shareholders should note the benefit is restricted to an acceleration of the vesting of the Performance Rights. It does not change the exercise price or the number of shares which are subject to the Performance Rights.

Accordingly, this Resolution seeks approval for the Accelerated Exercise Period for the purposes of section 200B of the Act.

The full terms of the Company EEP can be found on the Company's website at **www.investors.money.com.au/corporate-governance**. A summary of these terms is set out in Resolution 3.

6.2 ASX Listing Rule 10.14 and Corporations Act requirements

Shareholder approval is sought to allow the Company to issue Performance Rights (and subsequent Ordinary Shares) to Mr Baldwin under the ASX Listing Rules and the receipt of retirement benefits under the Corporations Act should a takeover, control or qualifying event occur in the future.

Under ASX Listing Rule 10.14, an entity cannot agree to issue securities to a Director under the Company's EEP without the approval of the holders of ordinary securities. If shareholder approval is obtained under Listing Rule 10.14, the issue of the performance rights to Mr Baldwin will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1. If this resolution is passed, Mr Baldwin will be issued the Performance Rights. If this resolution does not pass, Mr Baldwin will not be issued the Performance Rights.

The Board has determined that the issue of the Performance Rights in accordance with their terms is reasonable remuneration and accordingly, Shareholder approval for the related party provisions under Chapter 2E of the Corporations Act.

6.3 Notice requirements under ASX Listing Rule 10.14 and Section 200B of the Corporations Act 2001

It is a requirement of ASX Listing Rule 10.15 and Section 200E of the Act, that a listed entity seeking Shareholder approval under ASX Listing Rule 10.14 and Section 200B of the Act provide the following information:

(a) The name of the person

Scott Baldwin, who is the Managing Director of the Company and CEO.

(b) Quantity of Performance Rights to be issued to Mr Baldwin

Should the Company outperform over the Performance Period, the maximum quantity of Performance Rights (and subsequent Ordinary Shares) that Mr Baldwin could potentially receive has been determined on the following basis:

$$\text{Qty} = \left[\begin{array}{c} A \\ \text{-----} \\ B \end{array} \right] \times 150\% \text{ (assuming over-performance)}$$

A = Total maximum value of the **LTI Allocation** (excluding over-performance), being \$580,000

B = Issue Price of Performance Rights, being \$3.169

This equates to:

\$580,000

----- x 150% = 274,538 Performance Rights (maximum Qty).

\$3.169

As outlined above, 50% of this maximum quantity of Performance Rights will be subject to the EPS Hurdle and 50% subject to Composite TSR Hurdle.

(c) Price of issue:

The Performance Rights will be issued at \$3.169 each.

This price has been calculated at the 30 day VWAP of the Company's share price as at 30 June 2021, being the day prior to the commencement of the Performance Period.

No cash will be paid for the Performance Rights.

(d) Date of issue:

The Performance Rights and resulting Ordinary Shares will be issued within 3 years of shareholder approval at the Annual General Meeting. It is envisaged that the Performance Rights will be allocated no later than 31 December 2021 and the resulting Ordinary Shares will be issued at the conclusion of the performance period, but no later than 17 November 2024.

(e) Details of Mr Baldwin's total remuneration package

Mr Baldwin's Total Remuneration Package, inclusive of Superannuation is detailed above at paragraph 6.1.

(f) The number of securities that have previously been issued to Mr Baldwin under the scheme and the average acquisition price (if any) paid

423,780 Performance Rights with an issue price of \$2.59 each have been issued to Mr Baldwin under the EEP since it was last approved by Shareholders at the 2018 Annual General Meeting. These rights were approved by Shareholders at the 2020 Annual General Meeting.

(g) A summary of the material terms of the scheme

A summary of terms is contained in Resolution 3

(h) Terms of any loan in relation to the issue:

The Company will not issue any loan to Mr Baldwin to acquire these Performance Rights and resulting Ordinary Shares.

However, the Performance Rights will be issued to and held in the Company's EEP Trust for Mr Baldwin over the Performance Period.

Details of all securities issued under the EEP and a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14 will be published in each Annual Report of the Company for the period in which the relevant securities were granted.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the EEP after Resolution 5 is approved and who were not named in this Notice of Annual General Meeting will not be entitled to acquire securities under the EEP until approval is obtained under ASX Listing Rule 10.14.

Where approval is obtained under ASX Listing Rule 10.14, approval is not also required under ASX Listing Rule 7.1.

Please refer to the Voting Exclusion Statement for details of voting exclusions relating to this resolution.

The Director the subject of this Resolution, because of his interest, makes no recommendation in relation to this Resolution. All other Directors recommend that Shareholders vote in favour of this Resolution.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Money3 Corporation 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
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Money3 Corporation Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman 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 Thursday, 18 November 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The meeting will be conducted as a virtual meeting and you can participate by logging in online at <http://agmlive.link/MNY21> (refer to details in the Virtual General Meeting Online Guide and Notice of Meeting).

Important for Resolutions 1, 3, 4 & 5: If the Chairman 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 Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman 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

1 Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Kate Robb as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Refresh Employee Equity Plan (EEP)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Refresh Employee Exempt Share Plan (EESP)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Issue of Performance Rights to Scott Baldwin under Employee Equity Plan

For Against Abstain*

<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).

MNY PRX2101N

HOW TO COMPLETE THIS SHAREHOLDER PROXY 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.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy 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 Proxy 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 Proxy Form and the second Proxy 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to the meeting 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.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Tuesday, 16 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy 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 MAIL

Money3 Corporation 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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions