

MONEY3 CORPORATION LIMITED
ABN 63 117 296 143

ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company to be held at 2:00 pm
(AEDT) on 15 November 2019 at:**

**Uni Hill Conference Centre
30 Graduate Road
Bundoora
Victoria 3083**



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 at **Uni Hill Conference Centre, 30 Graduate Road Bundoora, Victoria 3083** on **15 November 2019** at **02:00 PM** (AEDT).

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting.

The Company has also been informed by Mr Leath Nicholson, that due to other commitments, he will be stepping down from the board of the Company at the conclusion of the Annual General Meeting. The Company wishes to thank Mr Nicholson for his invaluable contribution to the Board and the Company, in particular his role in transforming the Company in the past 3 years. The Company is pleased to advise that Mr Nicholson's firm will continue to be involved with the company as legal advisor.

General Business

1. Financial Statements and Reports

To receive the Financial Statements for Money3 Corporation Limited for the year ended 30 June 2019, 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 2019 be adopted.”

Information on the remuneration report can be found on pages 25 to 33 of the 2019 Annual Report to Shareholders.

3. Resolution 2 – Re-election of Stuart Robertson as Director

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

“That Stuart Robertson having retired by rotation in accordance with clause 79(4) of the Company's Constitution, being eligible and having offered himself 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 – Election of Symon Brewis-Weston

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

“That Symon Brewis-Weston, a Director appointed by the Directors to fill a casual vacancy in accordance with clause 81(2) of the Company’s Constitution, who has offered himself for election in accordance with clause 81(3) of the Company’s Constitution, be elected as a Director of the Company.”

5. Resolution 4 – Election of Kate Robb

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

“That Kate Robb, a Director appointed by the Directors to fill a casual vacancy in accordance with clause 81(2) of the Company’s Constitution, who has offered herself for election in accordance with clause 81(3) of the Company’s Constitution, be elected as a Director of the Company.”

6. Resolution 5 – Increase in Non-Executive Remuneration Pool

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

“That, pursuant to ASX Listing Rule 10.17, the maximum aggregate annual remuneration of the Non-Executive Directors be increased from \$500,000 to a maximum of \$750,000 per annum.”

7. Other Business

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

Additional notes for Resolutions 1 & 5

Advisory vote for Resolution 1

Section 250R(2) of the Corporations Act 2001 (Cth) requires the 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 **25 to 33** of the 2019 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 Corporations Act 2001 (Cth), 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 AGMs 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 2018 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 & 5

Resolutions 1 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 2019. '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 Resolution 1, your votes will not be counted in calculating the required majority if 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 Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this resolution.

The Chairman intends to vote undirected proxies in favour of these Resolutions.

Additional restriction on Resolution 5

In accordance with ASX Listing Rule 14.11.1, the Company will disregard votes cast in favour of this resolution by a Director of the Company and any associates of those Directors.

However, the Company need not disregard any such votes if:

- (a) it is cast by any person referred to above as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

As the Chair of the meeting is also a Non-Executive Director, 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 may benefit.

If you 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 Resolution 5 and your votes will not be counted in calculating the required majority if a poll is called on this resolution

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

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

By Order of the Board:

A handwritten signature in blue ink that reads "Terri Bakos". The signature is written in a cursive style with a large initial 'T'.

Terri Bakos
Company Secretary
Melbourne,
7 October 2019

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 02:00 PM on 15 November 2019 at Uni Hill Conference Centre, 30 Graduate Road Bundoora, Victoria 3083.

1. Financial Statements and Reports

This agenda item is self-explanatory. In accordance with the *Corporations Act 2001 (Cth)*, 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 cosec@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 must be received at least five business days before the Annual General Meeting, which is by no later than 11:59 PM, 8 November 2019.

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 *Corporations Act 2001 (Cth)* 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 *Corporations Act 2001 (Cth)* requires a resolution that the remuneration report be adopted be put to a vote at the listed company's annual general meeting. 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 25 to 33 of the 2019 Annual Report and can be found on the Company website at <https://investors.money3.com.au>.

Proxy and Further Information

The Board of Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions which are detailed in the Notice.

In accordance with the *Corporations Act 2001 (Cth)*, a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person according to the Register of Shareholders at 7:00 PM on 13th November 2019.

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 Corporations Act 2001 (Cth). 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 Resolution 1, discussed above). 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.

To be valid, proxies must be received by the Company,

- (a) by mail to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- (b) online at www.linkmarketservices.com.au or
- (c) by successful facsimile transmission on: (02) 9287 0309 or
- (d) hand delivered to Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW, 2000

no later than 48 hours prior to the commencement of the Annual General Meeting.

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.

3. Resolution 2 – Re-election of Stuart Robertson as Director

Stuart Robertson was appointed a Non-Executive Director on the 29 January 2016.

Stuart has broad experience in business advisory, investment banking and platforms, alternative investments and funds management. He held senior roles at BT Funds Management, KBC Investments Limited and Zurich Financial Services in Australia, London and New York and is currently the head of private assets and distribution at Ellerston Capital Limited.

Stuart is non-executive of Praemium Limited (appointed 12 May 2017). Stuart is a Chartered Accountant, Fellow of FINSIA, Member of the Australian Institute of Company Directors and holds an MBA from the MGSM.

The Directors, other than Mr Stuart Robertson who abstains, recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 –Election of Symon Brewis-Weston as Director

Symon Brewis-Weston was appointed as a Non-Executive Director on the 27 November 2018.

Mr Brewis-Weston has extensive international financial services experience and a deep understanding of consumer and business markets in Asia-Pacific. Symon was Chief Executive Officer of FlexiGroup Limited and prior to that was Chief Executive Officer of Sovereign, New Zealand's largest life insurance provider. Symon has also held several senior leadership positions with Commonwealth Bank of Australia over a 15 year period, including Executive General Manager of Corporate Financial Services, Executive General Manager for Local Business Banking, six years leading CBA's Indonesian operations, and in China where he worked on developing the Group's Chinese banking strategy. Symon received the United Nations Women's Empowerment Principles CEO Leadership Award in 2015 for his commitment to workplace diversity and community engagement. Further information about Mr Brewis-Weston may be found on page 21 of the Annual Report to Shareholders.

The Directors, other than Mr Symon Brewis-Weston who abstains, recommend that Shareholders vote in favour of Resolution 3.

5. Resolution 4 –Election of Kate Robb as Director

Kate Robb was appointed as a Non-Executive Director on 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. Since 2015 Kate has 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 where she was a director, chair of the audit committee and company secretary.

The Directors, other than Ms Kate Robb who abstains, recommend that Shareholders vote in favour of Resolution 4.

6. Resolution 5 – Increase in Non-Executive Remuneration Pool

6.1 Background

In accordance with ASX Listing Rule 10.17, the limit on total aggregate remuneration that may be paid to Non-Executive directors is required to be approved by shareholders of the Company via an ordinary resolution. The Board is asking shareholders to increase the maximum amount of fees that may be paid to Non-Executive directors from \$500,000 to \$750,000 per annum, representing an increase of \$250,000 per annum. The current limit was approved by shareholders at the 2015 Annual General Meeting of the Company. The Company is asking shareholders to approve the increase in the pool to allow the board to attract and appoint additional independent Non-Executive Directors to the board if and when they are identified. Further information regarding the Company's non-executive remuneration structure can be found on page 24 of the 2019 Annual Report - Remuneration Chairman's address.

In the past three years, 2,600,000 unlisted options were issued to non-executive directors under ASX Listing Rule 10.11. These options issued on 26/11/2016 are exercisable at \$1.50 each, vest on 26/11/2019 and expire on 26/11/21.


The Directors make no recommendation in relation to Resolution 5.


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
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

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

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 of the person or body corporate you are appointing as your proxy

STEP 1

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 **2:00pm (AEDT) on Friday, 15 November 2019 at Uni Hill Conference Centre, 30 Graduate Road, Bundoora, Victoria 3083** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 & 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 & 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

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Increase in Non-Executive Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Stuart Robertson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Election of Symon Brewis-Weston as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Kate Robb as Director	<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).

STEP 3



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 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:

- (a) 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
- (b) 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 produced prior to admission in accordance with the Notice of 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 **2:00pm (AEDT) on Wednesday, 13 November 2019**, 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*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

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