

MONEY3 CORPORATION LIMITED
ABN 63 117 296 143

**NOTICE OF
GENERAL MEETING**

**A General Meeting of the Company to be held at 9.00am (AEDT) on 21st
September 2015 at RACV Club, Level 2 Bourke Room 1, 501 Bourke
Street Melbourne Victoria 3000**

money3

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

Notice is given that a General Meeting of the members of Money3 Corporation Limited (**Company**) will be held at RACV Club, Level 2 Bourke Room 1, 501 Bourke Street Melbourne Victoria 3000 on **21st September 2015** at **9.00am** (AEDT).

Items of Business

1. Resolution 1 – Election of Robert Bryant as Director

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

“That Mr. Robert Bryant, having consented to act, be elected as a Director of the Company with effect from the close of this meeting.”

2. Resolution 2 – Election of Patrick Tapper as Director

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

“That Mr Patrick Tapper, having consented to act, be elected as a Director of the Company with effect from the close of this meeting.”

3. Resolution 3 - Removal of Ms Bettina Evert as Director

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

“That Ms Bettina Evert be and is removed as a Director of the Company with effect from the close of this meeting.”

4. Resolution 4 - Removal of Mr Vaughan Webber as Director

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

“That Mr Vaughan Webber be and is removed as a Director of the Company with effect from the close of this meeting.”

5. Resolution 5 – Removal of Mr Miles Hampton as Director

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

“That Mr Miles Hampton be and is removed as a Director of the Company with effect from the close of this meeting.”

REQUISITIONING SHAREHOLDERS’ STATEMENT

Attached to this notice is a statement provided by the requisitioning shareholders

PROXY NOTES

Sections 250BB and 250BC of the *Corporations Act 2001* (Cth) (“Corporations Act”) apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting. Broadly:

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- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman, who must vote the proxies as directed.

THE CHAIRMAN INTENDS TO VOTE ALL UNDIRECTED PROXIES AGAINST THE PROPOSED RESOLUTIONS.

You should seek professional advice if you need any further information on this issue.

In accordance with section 249L of the Corporations Act, members are advised:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Corporations Act, the Company specifies the following for the purposes of receipt of proxy appointments:

Street Address:

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Postal Address:

Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Facsimile number: +61 2 9287 0309

Online: at Link Market Service's website www.linkmarketservices.com.au in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website).

Each member entitled to vote at the General Meeting has the right to appoint a proxy to vote on the resolutions to be considered at the meeting. The member may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. Undirected proxies will be voted against each resolution. The instrument appointing the proxy must be received by the Company as provided in its Constitution not later than 48 hours before the time of the commencement of the General Meeting.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Company determines that members holding Shares at 9.00am (AEDT) **on 19 September 2015** will be entitled to attend and vote at the General Meeting.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form. If you have multiple holdings, please complete a Proxy Form for each holding.

A Proxy Form accompanies this Notice of General Meeting.

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BODIES CORPORATE

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at meetings of the members in accordance with section 250D of the Corporations Act. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on the body corporate's behalf all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The certificate setting out the appointment must be lodged with the Company before the General Meeting or at the registration desk on the day of the General Meeting.

The attached Proxy Form forms part of this notice. Please call 03 9093 8245 if you have any questions regarding this Notice of Meeting or the Proxy Form.

The Board encourages you to direct your proxy how to vote on this resolution.

By Order of the Board:



Craig Harris
CFO & Company Secretary
Melbourne,
20 August 2015

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REQUISITIONING SHAREHOLDERS' STATEMENT

14 August 2015

Dear fellow shareholder,

Focus on shareholder value and wealth creation at Money3.

My name is Robert James Bryant, cofounder of Money3. I was the Managing Director/CEO of Money3 until my departure on 22 July 2015.

Since incorporation and under my direction, Money3 grew the unsecured lending division from nine branches to now sixty-six branches and a strong online presence through Cash Train. I also established our secured lending division under Auto3 (which with access to debt funding is currently a strong driver of growth) including Micro Motors.

I am seeking a change to the Board of Directors of Money3 because I profoundly disagree with their strategy to transition the Company out of unsecured loans.

Money3 was originally established to operate an unsecured lending business which, from establishment, has been profitable. We delivered dividends to shareholders and importantly have given the wider community access to short term credit where they would not otherwise be able to obtain credit from a traditional bank or lender.

The secured business then grew from pure demand for our services and will continue to grow as we broaden our distribution network.

Unfortunately, in my opinion the current board's strategy could undermine this potential and limit Money3 of any alternative future growth options.

There are 3 compelling reasons why you should elect me and remove the 3 non-executive directors:

1. My track record at Money3

Under my watch at Money3 the group has:

- been profitable every year since incorporation;
- paid dividends every year since incorporation;
- EPS increased from 6.8cts (FY2010) to 11.5cts (FY2015 estimated);
- revenue increased from \$11m (FY2010) to \$70m (FY2015 estimated);
- Profit before Tax increased from \$2.1m (FY2010) to \$20m (2015 estimated);
- Share price recovered from GFC low of 37cts to high of 180cts (Feb 15).

2. My Resignation

The facts are when I retired I was given two options - resign or be terminated. To ensure continuity of the business and to support long time colleague Scott Baldwin, I reluctantly resigned.

There is a fundamental difference in my view and strategy for Money3 as compared with that of the current Board;

Since my resignation:

- the share price has dropped

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Since the announcement of the Board's strategy on 10 August 2015:

- the share price has dropped further because investors have no confidence in the current board's new strategy

3. My Vision

My Vision is very simple:

- To continue to grow the secured loan division;
- NOT to transition out of unsecured lending; and
- Explore private sale or listed spin-off of the unsecured lending division.

If the unsecured lending division is sold, return the proceeds back to shareholders by way of a capital return. If the unsecured lending division is spun off, shareholders receive new shares in a new ASX listed entity.

It appears that some of the current board lack industry specific experience and skills necessary to meet industry challenges. They are reacting rather than responding in a considered way to the common challenges currently faced by Money3.

In my view, Money3 would be giving up significant value in transitioning out of unsecured loans. Further, the costs of operation of the secured division would materially increase (as the unsecured loan division substantially contributes to the cost of operation of the local branches which generate leads for our secured business) and shareholder value is maximised by exploring the sale or demerger of the unsecured loan division.

By electing Patrick Tapper to the board – a veteran business builder and experienced CEO from IT firm Internode and recently appointed board member of Silver Chef – you will add first hand IT strategy and ASX company experience to the board.

Patrick Tapper – Short CV

Patrick has over 25 years' experience in the telecommunications, technology, media and entertainment industries, most notably as Executive Director and Chief Executive Officer of national broadband company, Internode. He commenced with Internode in 1998 when it was a 12 person business and was appointed Chief Executive Officer in 2008. He served in this role until that company was sold to iiNet Limited in 2012 at which time it had revenue of approximately \$200m and 450 staff.

Patrick was recently appointed to the board of Silver Chef Ltd as a non-executive Director. Silver Chef Ltd listed on the Australian Stock Exchange in 2005. It operates in three countries: Australia; New Zealand; and Canada, and employs more than 200 dedicated people. Outside of his business interests, Patrick currently serves as a Non-Executive Director of Service to Youth Council (SYC Ltd), a non-government, not-for-profit community service organisation. Patrick sits on a number of SYC's sub-committees including Audit, Remuneration and is Chair of their ICT committee.

Patrick, who is a Fellow of the Australian Institute of Company Directors, is also a former Governor of the American Chamber of Commerce (Amcham) in South Australia, and a former Chairman of Executive Boards Australia, which provides advisory board facilitation, leadership, HR & marketing services. I believe that with this line up of experience, talent and executive skill, we have a strong team that is very capable of driving forward the growth of Money3 and restoring shareholder value.

The alternative is an uncertain future with an inexperienced and under-skilled board that has no vision or real future plan for your company.

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You're welcome to call me on **0407 292 295** to discuss my vision and the issues I've raised and I urge you strongly to vote **FOR ALL** resolutions by returning your proxy form as soon as possible.

Thank you for your time.

Robert Bryant

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