

**MONEY3 CORPORATION LIMITED**  
ABN 63 117 296 143

**ANNUAL GENERAL MEETING 2020**

**The Annual General Meeting of the Company to be held at 11:00 am  
(AEDT) on Friday 27 November 2020  
To participation in the meeting via <https://agmlive.link/MNY20>**



**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 **27 November 2020** 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://agmlive.link/MNY20>. 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](http://www.linkmarketservices.com.au) and selecting ‘Ask Question’ in the voting tab OR by sending questions to [cosec@money3.com.au](mailto:cosec@money3.com.au) no later than 11.00am on Wednesday 25<sup>th</sup> November 2020.

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 Wednesday 25<sup>th</sup> November 2020 at 7.00 pm (AEDT).

This Notice of Annual General Meeting contains ordinary resolutions and one special resolution. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution. A special resolution requires vote cast by 75% of Shareholders entitled to vote on the resolution. Both include 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 2020, 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 2020 be adopted.”*

Information on the remuneration report can be found on pages 24 to 34 of the 2020 Annual Report to Shareholders.

### 3. Resolution 2 – Re-election of Symon Brewis-Weston as Director

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

*“That Symon Brewis-Weston 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 – 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 certain 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.”*

**5. Resolution 4 – Change of Company Auditors**

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

*“That, for the purposes of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit Pty Ltd, having been nominated by a member and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company.”*

**6. Resolution 5 – Grant of Financial Assistance to Mr Scott Baldwin**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“That, pursuant to Section 260B(2) of the Corporations Act 2001 (Cth) (“the Act”) and for all other purposes including Section 260A of the Act, Shareholders approve Money3 Corporation Limited granting, Financial Assistance to Mr Scott Baldwin and the SV Superannuation Fund , by way of a Deferred Payment Arrangement to acquire Ordinary Shares in the Company (upon the exercise of existing options that were issued to Mr Scott Baldwin outside of the Company’s Employee Equity Plan) on the terms as set out in the 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 24 to 34 of the 2020 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 2019 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 and 3 & 5

### Resolutions 1 and 3

Key Management Personnel (KMP) and their closely related parties are not permitted to vote on this Resolution. 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 2020. '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 and 3, 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 and 3 and your votes will not be counted in calculating the required majority when a poll is called on this resolution.**

### ***Resolution 5***

In accordance with section 260B of the Act, no votes may be cast by Mr Baldwin and his associates.

As Resolution 5 is a special resolution, it will require 75% of Shareholders eligible to vote in favour of the resolution to pass.

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

## **ASX Listing Rules**

### ***Resolution 3***

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 & 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 Wednesday 25<sup>th</sup> November 2020 at 7.00 pm (AEDT).

### ***Attending the Annual General Meeting online and live voting online.***

Shareholders can watch and participate in the Annual General Meeting online via:

<https://agmlive.link/MNY20>

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 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 Wednesday 25<sup>th</sup> November 2020 even if they plan to attend the meeting online.

### ***Proxy instructions and lodgement***

The business of the Annual General Meeting affects our 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 Resolution 1 & 3, 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.

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 Wednesday 25 November 2020 (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](http://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

**In Person:** Link Market Services Limited

1 A Homebush Bay Drive

Rhodes NSW 2138

OR

Link Market Services Limited

Level 12, 680 George Street

Sydney NSW 2000

Proxies delivered in person must be delivered during business hours (Monday to Friday, 9.00am to 5.00pm).

**PLEASE NOTE THAT PROXY FORMS RECEIVED AFTER 11.00AM WEDNESDAY 25<sup>TH</sup> NOVEMBER 2020 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](http://www.linkmarketservices.com.au).

By Order of the Board:

A handwritten signature in blue ink, appearing to read 'TBakos', is positioned below the text 'By Order of the Board:'. The signature is written in a cursive style.

Terri Bakos  
Company Secretary  
Melbourne,  
22 October 2020

**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 Friday 27 November 2020 via online facilities.

### **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 [cosec@money3.com.au](mailto: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 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, 19 November 2020.

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 24 to 34 of the 2020 Annual Report and can be found on the Company website at <https://investors.money3.com.au>.

### 3. Resolution 2 – Re-election of Symon Brewis-Weston as Director

Symon Brewis-Weston was appointed 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.

Mr Brewis-Weston currently holds the following Board positions with other companies: Non-Executive Director of Stockco Australia Pty Ltd, Non-executive Director of Relentless Resources Limited and Non-executive Chairman of Timelio Pty Ltd.

Mr Brewis-Weston and the Company believe that he has sufficient capacity to fulfil his duties and responsibilities to the Company.

Mr Brewis-Weston currently holds 40,743 Ordinary Shares in the Company.

**The Directors, other than Mr Symon Brewis-Weston who abstains, recommend that Shareholders vote in favour of Resolution 2.**

### 4. Resolution 3 – Issue of Performance Rights to Scott Baldwin under Employee Equity Plan

#### 4.1 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 2021 financial year (“FY21”).

Component	Value of Allocation \$	Payment Method	% Allocation
Fixed Remuneration:	550,000	Cash	30%
Potential Short-term Incentive (STI):	550,000	Cash	30%
Potential Long-term Incentive (LTI):	731,500*	Equity	40%
<b>Total Package:</b>	<b>1,831,500</b>		<b>100%</b>

\*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.

This package is largely consistent with Mr Baldwin’s remuneration package for the 2020 financial year (“FY20”) and prior years, except for the LTI component. In prior years, Mr

Baldwin received adhoc allocations of equity every few years that were deemed an appropriate reward for his efforts over extended periods. Shareholders last approved an equity allocation in the form of options to Mr Baldwin at the 2018 Annual General Meeting.

During FY20, the Company enacted a new Long-Term Incentive (“**LTI**”) structure for executives to align recipients interests with those of Shareholders over the longer term. LTIs under the new LTI structure will be issued under the Company’s Employee Equity Plan (“**EEP**”) and be subject to a 3 year vesting period. Vesting will be subject to the Vesting Hurdles referred to below. Upon vesting, the Performance Rights convert to Ordinary Shares.

As Mr Baldwin is transitioning from the Company’s historical adhoc LTI award system to the new LTI structure, the Board has resolved that for FY21, it is appropriate the LTIs issued to Mr Baldwin be subject to a 2 year performance (“**Performance Period**”) and vesting period to align Mr Baldwin’s entitlement with other executives and allow the run-off of the historical program. Accordingly, all LTI allocations to Mr Baldwin (if any) from FY22 will be measured over a 3-year performance period.

Mr Baldwin’s 2-year Performance Period commences 1 July 2020.

Once the Performance Period has ended and the Board has determined the quantity of Performance Rights that will vest, the Performance Rights will convert to Ordinary Shares. No disposal restrictions will apply to the Ordinary Shares.

### Vesting Hurdles

Performance Rights are allocated between Composite TSR and EPS Hurdles as follows:

	Percentage of LTI Allocation (FY21)
EPS Hurdle	50% (EPS Allocation)
Composite TSR Hurdles	50% (TSR Allocation)
	100%

### EPS Hurdle

Mr Baldwin has 50% of his FY21 total LTI Allocation subject to meeting the following EPS Hurdle.

Vesting of the EPS Allocation will depend on the Company’s 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 EPS Allocation. That is, he may receive up to \$548,625 in equity.

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**

Mr Baldwin has 50% of his total LTI allocation subject to meeting the following Composite TSR hurdles.

The extent of vesting of this allocation of Performance Rights will depend upon the Company's Composite TSR, encompassing Absolute TSR and Relative TSR over the Performance Period, in accordance with the following vesting scale:

		<b>Absolute TSR Growth</b>			
		<b>&lt;8%</b>	<b>8% to 10%</b>	<b>10% to 12.5%</b>	<b>&gt;12.5%</b>
<b>Relative TSR</b>	<b>&lt;25<sup>th</sup> percentile</b>	Nil	25%	50%	75%
	<b>25<sup>th</sup> percentile</b>	25%	50%	75%	100%
	<b>50<sup>th</sup> percentile</b>	50%	75%	100%	125%
	<b>75<sup>th</sup> percentile</b>	75%	100%	125%	150%

Should the above combinations of Absolute and Relative TSR be achieved, Mr Baldwin is entitled up to 150% of his TSR Allocation. That is, he may receive up to \$548,625 in equity.

### **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](http://www.investors.money.com.au/corporate-governance). A summary of these terms is contained in Annexure A attached to this notice of meeting.

## **4.2 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.

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.

### 4.3 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 quantity of Performance Rights (and subsequent Ordinary Shares) that Mr Baldwin could potentially receive would be determined by the following formulas:

*TSR Allocation:*

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

A = Value of TSR Allocation

B = 30 day VWAP of Company's Share price as at Grant Date

Grant Date = The date that Shareholders approve the allocation of the Performance Rights to Mr Baldwin, being 27 November 2020.

*EPS Allocation:*

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

C = Value of EPS Allocation

D = 30 day VWAP of the Company's Share price as at Grant Date

Grant Date = The date that Shareholders approve the allocation of the Performance Rights to Mr Baldwin, being 27 November 2020.



**(c) Price of issue:**

The Performance Rights will be issued at the following **deemed** prices:

**TSR Allocation:** 30 day VWAP of the Company's share price as at Grant Date.

**EPS Allocation:** 30 day VWAP of the Company's share price as at Grant Date

Grant Date will be the date that Shareholders approve the allocation of the Performance Rights at the Annual General Meeting, ie 27 November 2020.

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 2020 and the resulting Ordinary Shares will be issued at the conclusion of the performance period, but no later than 27 November 2023.

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

Mr Baldwin's Total Remuneration Package, inclusive of Superannuation is detailed above

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

There has been no issue of any equity securities to Mr Baldwin under the EEP since it was last approved by Shareholders at the 2018 Annual General Meeting. Prior issues of equity to Mr Baldwin were issued outside of the EEP, with separate shareholder approval obtained.

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

A summary of terms is contained in Annexure A

**(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 3 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.

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.**

## **5. Resolution 4 – Change of Company Auditors**

### **5.1 Background**

BDO East Coast Partnership, as part of its internal restructure resigned as Auditor of the Company with ASIC's consent, during the year ended 30 June 2020. The Directors approved the appointment of BDO Audit Pty Ltd as the Company's auditor until this Annual General Meeting. A Notice of Nomination to appoint BDO Audit Pty Ltd as the Company's Auditor is attached to this notice of meeting as Annexure B.

Shareholders at this meeting are being asked to vote on the appointment of BDO Audit Pty Ltd as the Company's Auditor effective from the 2020 Annual General Meeting.

ASIC has given consent to the change in auditor.

**The Directors recommend that Shareholders vote in favour of this Resolution.**

## **6. Resolution 5 – Grant of Financial Assistance (by way Deferred Payment Arrangement) to Mr Scott Baldwin**

### **6.1 Background**

Mr Scott Baldwin, Managing Director and CEO of Company, and his related entities Baldwin Brothers Investments Pty Ltd ATF Inspiration Trust and EzyRhodes Pty Ltd ATF SV Superannuation Fund, (collectively "**Inspiration**") currently hold several parcels of unlisted options totaling 4,180,000 options ("**Baldwin Options**"). Mr Baldwin acquired the Baldwin Options as part of his historical remuneration packages between 2016 and 2018.

Shareholders approved the allocations of the Baldwin Options to Mr Baldwin or his nominee's outside of the Company Employee Equity Plan (EEP) under ASX Listing Rule 10.11. Accordingly, Shareholders should note that this Resolution is seeking approval for a Deferred Payment Arrangement ("**DPA**") only. Shareholder approval for the issue of the Shares is not required or being sought under either the Act or ASX Listing Rules

Mr Baldwin has made a request to the Board to allow him to enter into a DPA with the Company with respect to 2,180,000 of the Baldwin Options ("**Relevant Options**"). The Relevant Options have an exercise price of \$1.50 and accordingly Mr Baldwin is required to remit to the Company, \$3,270,000 on the exercise of those Relevant Options. The Relevant Options will convert into 2,180,000 Ordinary Fully Paid Shares ("**Shares**") upon exercise.

**The DPA and financial assistance will not involve the outflow of any cash funds from the Company.**

The Directors have determined that the terms of the DPA are on a reasonable 'Arm's Length' basis including the interest rate on the transaction. Accordingly, the Company is not seeking approval for the purposes of the related party transaction provisions under Chapter 2E of the Act.

## 6.2 Corporations Act requirements

The provision of the DPA constitutes the giving of financial assistance for the purposes of Section 260B of the Act.

The Act restricts the ability of a company to financially assist the acquisition of its own shares in order to ensure that a company 'maintain its capital' to, amongst other things, enable it to pay its creditors.

If a company was to have an unfettered ability to, for example, financially assist the acquisition of its own shares, then buyers of shares in companies may tend to fund the purchase price out of the assets of the company, to the potential detriment of its creditors.

The Directors consider that this explanatory note contains all material information known to the Company that could reasonably be required by Shareholders in deciding how to vote on this special Resolution.

Under Section 260A(1) of the Act, a company may financially assist a person to acquire shares in the company only if:

- a) Giving the assistance **does not materially prejudice**:
  - a. The interests of the company or its Shareholders; or
  - b. The company's ability to pay its creditors; or
- b) The assistance is **approved by Shareholders** under Section 260B of the Act; or
- c) The assistance is **exempted** under Section 260C of the Act.

Section 260B(1) of the Act provides that shareholder approval (by the shareholders of the entity providing the assistance) must be given by either:

- A **special resolution passed** at a general meeting, with **no votes cast** in favour of the resolution by the person acquiring the shares, or by their associates; or
- A **resolution agreed to**, at a general meeting, **by all ordinary shareholders** (which in the case of a company with one shareholder will be a sole shareholder resolution).

As the Relevant Options were awarded to Mr Baldwin outside of the Company's EEP, no exemption applies under Section 260C of the Act. Accordingly, the Directors have resolved to seek a **special resolution at a general meeting with no votes to be cast by Mr Baldwin or his associates**.

The provision of the financial assistance to Mr Baldwin will result in Inspiration increasing its shareholding (without a controlling interest) in the Company and further align Mr Baldwin's interests with those of the Shareholders.

### 6.3 Terms of the DPA

**(a) Name of person receiving the DPA**

Mr Scott Baldwin, Managing Director and CEO of the Company.

The Relevant Options and resulting Shares will be held in the name of Baldwin Brothers Investments Pty Ltd AFT Inspiration Trust and EzyRhodes Pty Ltd ATF SV Superannuation Fund, related entities to Mr Scott Baldwin.

**(b) Value of the DPA**

\$3,270,000 (DPA Value)

**(c) Terms of the DPA**

Term: Up to 5 years

Interest Rate: Benchmarked to Division 7A of Part 111 of the Income Tax Assessment Act 1936 for each financial year. The rate for the period to June 2021 is set at 4.52% pa.

Interest will be calculated daily and payable on a quarterly basis.

Security: The Shares that will be allocated pursuant to the exercise of the Relevant Options will be placed into voluntary escrow until such time as Inspiration disposes of the Shares. Mr Baldwin, Inspiration or his associates must not dispose, transfer, encumber or otherwise deal with the Shares until such time as the DPA is settled.

Repayment Terms: The DPA must be settled at the earliest of:

- Sale of the Shares; and
- 5 years.

Other terms The Relevant Options are to be exercised in one tranche with 7 days notice of intention to exercise. (That is, 2,180,000 Options will be converted to 2,180,000 Shares in one transaction).

All dividends (on an after-tax basis) received on the Shares during the DPA period will be offset against the principle of the DPA.

If Mr Baldwin's employment with the Company is terminated during the DPA period and the Board determines that he is a "Good Leaver", the DPA will continue for the entire DPA period, being 5 years.

**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.**

## Annexure A

### Money 3 Corporation Limited Employee Equity Plan (EEP) Rules Summary

**1. Plan Objective**

The objective of the EEP is to assist in the reward, retention and motivation of employees of Money3 Corporation Limited or its subsidiaries by enabling eligible participants to acquire Shares in the Company.

**2. Eligibility**

All full time, part time or casual employees of Money3 Corporation Limited or its subsidiaries, including directors, contractors & their associates.

**3. Types of securities**

Options, Rights, Performance Shares or Ordinary Shares.

**4. Issue Price.**

Issue price will be determined by the Board at the time of allocation of the securities to the recipients.

**5. Quantity of securities to be issued.**

The quantity of securities to be issued to an individual is at the discretion of the Board and will be outlined in an offer letter to the recipient. The total number of securities to be issued under all employee equity plans will be no more than 5% of the total number of ordinary shares on issue by Money3 Corporation Limited at the time of the invitation to the recipient.

**6. Vesting Conditions.**

Vesting conditions attached to the issue of securities are at the discretion of the Board and will be outlined in the invitation letter to the recipient.

**7. Restrictions**

Restrictions attached to the issue of securities are at the discretion of the Board and will be outlined in the invitation letter to the recipient. These will include and are not limited to restrictions imposed from time to time under the Company's Share Trading Policy.

**8. Cessation of Employment**

All unvested Rights, Options or Shares will lapse on termination of employment unless it is as a result of a qualifying event or at the absolute discretion of the Board. A qualifying event is defined as but not limited to the death, serious injury, disability, retirement or retrenchment of the participant.

**9. Taxation of Securities**

All offers of securities will be subject to deferred taxation under sub-division 83A-C of the ITAA 97, unless the invitation to subscribe to the securities states otherwise.

**10. Takeovers or change of control**

The Board may at its discretion, vest all unvested securities due a successful takeover bid or change of control of the Company.

**11. Cashless exercise.**

The Board may at this discretion, offer a cashless exercise facility to the recipients of Rights or Options, should the recipient be required to pay an exercise price to the Company to convert their Rights or Options into Ordinary Shares.

**12. Dividends**

Holders of Options or Rights are not eligible to participate or receive dividends until such time as the Options or Rights convert to Ordinary Shares.

**13. Non transferability**

Unvested Rights and Options issued under the EEP are non-transferable.

**14. Administration of the EEP**

The Board has the authority to appoint a party or parties outside of the Company including a Trustee to administer the EEP and hold equity on behalf of the recipients.

## Annexure B

### Money 3 Corporation Limited Notice of Nomination of Auditor

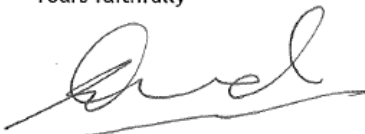
15 November 2019

The Directors  
Money3 Corporation Limited  
Level 1, 40 Graduate Road  
Bundoora Victoria 3083

Dear Directors

The undersigned being a member of Money3 Corporation Limited hereby nominates BDO Audit Pty Ltd. for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Enid Prasad', with a horizontal line underneath.

Enid Prasad

**LODGE YOUR VOTE**

**ONLINE**  
[www.linkmarketservices.com.au](http://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



**X999999999999**

**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

**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 **11:00am (AEDT) on Friday, 27 November 2020 (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/MNY20> (refer to details in the Virtual General Meeting Online Guide and Notice of Meeting).

**Important for Resolution 1:** 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 Resolution 1, even though the Resolution is 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 Grant of Deferred Payment Arrangements & Financial Assistance to Mr Scott Baldwin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Symon Brewis-Weston as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Grant of Performance Rights to Scott Baldwin under Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Change of Company Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**STEP 2**

\* 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

**STEP 3**

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





## HOW TO COMPLETE THIS SHAREHOLDER 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:

- (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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@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](http://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 Wednesday, 25 November 2020**, 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](http://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)