

peppermoney

Corporate Governance Statement 2022



Introduction

Pepper Money Limited (**Pepper Money or the Company**) is one of the largest non-bank lenders in the Australian mortgage and asset finance markets. Pepper Money listed on the ASX in May 2021 and focuses on providing innovative home loan and asset finance solutions to customers that are being underserved by traditional lenders.

Pepper Money's Board is committed to conducting the business of Pepper Money in accordance with high standards of corporate governance and with a view to creating and delivering value for Pepper Money's Shareholders. To this end, the Board has adopted a system of internal controls, risk management processes and corporate governance policies and practices which are designed to support and promote the responsible management and conduct of Pepper Money.

In accordance with the ASX Principles and Recommendations, Pepper Money's policies and charters referred to in this statement have been posted to the corporate governance section of Pepper Money's website: <https://www.peppermoney.com.au/about/corporate-governance>.

This Corporate Governance Statement is current as at 23 February 2023 and has been approved by the Board of Pepper Money.

Principle 1 – Lay Solid Foundations for Management and Oversight

[1.1] The role of the Board and management

The Board is responsible for overseeing the management of Pepper Money.

The Board delegates to the Chief Executive Officer (**CEO**), Senior Executives, Board Committees and Management Committees, matters involving the implementation of strategic objectives, plans and budgets approved by the Board, and the management of Pepper Money's day-to-day activities.

The Board has adopted a written Charter to provide a framework for the effective operation of the Board, which includes an overview of:

- Board composition and process;
- responsibilities of the Board;
- independence of non-executive directors and conflicts of interest;
- the relationship and interaction between the Board, Senior Executives and Board Committees; and
- the delegation of authority by the Board to Senior Executives, Board Committees, and Management Committees.

The Board's role is to:




- represent and serve the interests of Shareholders by overseeing and appraising the Company's strategies, policies and performance. This includes overseeing the financial and human resources the Company has in place to meet its objectives and reviewing Management performance;
- protect and optimise the Company's performance and build sustainable value for Shareholders in accordance with any duties and obligations imposed on the Board by law and the Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- set, review and ensure compliance with the Company's values and governance framework (including establishing and observing high ethical standards); and
- ensure that Shareholders are kept informed on a timely basis of the Company's performance and material information that a reasonable person would expect to have a material effect on the price or value of the Company's shares.

The Board, from time to time, establishes Committees to streamline the discharge of its responsibilities.

The permanent standing Committees of the Board are the Audit and Risk Committee and the Remuneration and Nomination Committee. Both standing Board Committees have a formal Charter (available on the corporate governance section of Pepper Money's website) which sets out their role and responsibilities, membership requirements and administrative matters.

[1.2 and 1.3] Appointment of Directors and Senior Executives

The Board seeks to ensure that it comprises directors and Senior Executives with a broad range of skills, expertise, experience, and background. A brief overview of the process for the selection and appointment of directors is set out below.

Select of Candidates	<p>The Remuneration and Nomination Committee:</p> <ul style="list-style-type: none"> • makes recommendations to the Board on the election and re-election of Directors; and • assists the Board to identify individuals who are qualified to become Board members.
	
External Search Organisations	<ul style="list-style-type: none"> • External search organisations may be used to identify potential candidates. • The factors to be considered when reviewing a potential candidate are set out in the Remuneration and Nomination Committee Charter.
	
Background Checks	<p>Appropriate checks are undertaken before appointing a person, or putting forward to shareholders a candidate for election, as a Director.</p>
	
Offer of appointment	<p>An offer of appointment will be made by the Chairman after having consulted all Directors with any recommendations from the Remuneration and Nomination Committee having been circulated to all Directors.</p>
	
Written letter of appointment	<p>All new Board appointments are confirmed by a written letter of appointment that sets out the key terms and conditions applying to that person's appointment.</p>
	
Shareholder's Communications	<p>When candidates are submitted to shareholders for election or re-election, Pepper Money includes in the notice of meeting all material information relevant to the decision whether to elect or re-elect the candidate.</p>

Under the Constitution, the Board must be comprised of a minimum of 3 Directors and a maximum of 9, unless the Shareholders pass a resolution varying that number at a General Meeting. Directors are elected or re-elected at General Meetings of the Company.

No Director (excluding the Managing Director) may hold office without re-election beyond the third Annual General Meeting following the meeting at which the Director was last elected or re-elected. The Board may appoint a Director in addition to the existing Directors, or to fill a casual vacancy on the Board. That Director (apart from the Managing Director) will then hold office until the next Annual General Meeting following their appointment.

The Directors and other Senior Executives have written agreements with Pepper Money setting out the terms of their appointment.

[1.6] Performance of the Board

The Board, with the assistance of the Remuneration and Nomination Committee, regularly reviews its membership and performance. The present Board size is seen as appropriate for the nature of the Company's business and strategy. The Company has established the following performance evaluation processes for the Board, Committees and individual Directors:

- on an annual basis, Directors will provide written feedback in relation to the performance of the Board and its Committees against a set of agreed criteria;
- each Committee will provide feedback in terms of a review of its own performance;

- feedback will be collated by the Chair, or an external facilitator, and discussed by the Board, with consideration being given as to whether any steps should be taken to improve performance of the Board or its Committees; and
- the CEO will also provide feedback from senior management in connection with any issues that may be relevant in the context of the Board performance review.

The Board conducted an annual performance evaluation in 2022 in accordance with the processes described above.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair or the Board as a whole.

[1.7] Executive Performance Assessment

Pepper Money's Senior Executive team are highly qualified and experienced professionals in their respective fields. The performance of the Senior Executive team is formally assessed on an annual basis. The CEO's Key Performance Indicators (**KPIs**) are reviewed and set annually by members of the Board at the commencement of the financial year. The Board carefully evaluates the CEO's performance against those KPIs.

An annual assessment of the performance of all other Senior Executives is undertaken by the Board on the basis of recommendations by the CEO, who conducts performance reviews based on the achievement of KPI's in relation to each Senior Executive.

A performance evaluation for all Senior Executives took place in 2022 in accordance with the processes described above.

[1.4] Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and management of the company secretariat function. The appointment or removal of the Company Secretary is determined by the Board.

[1.5] Diversity Policy

Diversity and inclusion are core values of Pepper Money and the Board is committed to creating an environment which values diversity at all levels through a conscious desire to achieve understanding, respect, inclusion and continuous learning.

Pepper Money recognises that this commitment to diversity and inclusion will enhance the customer experience and improve employee satisfaction levels, both of which are key to the success and sustainability of Pepper Money's business.

The Board believes that diversity is an important component of the Company's ability to attract, retain, motivate and develop the best talent, create an engaged workforce, deliver the highest quality service to its customers, and continue to grow the business profitably.

The Board has approved a Diversity and Inclusion Policy in order to, amongst other things, facilitate a more diverse and representative Management and leadership structure (including with regard to gender diversity) and ensure that equal opportunity exists in all practices associated with the recruitment, selection and promotion of individuals, in particular, the recognition of individuals with different backgrounds, skills and knowledge.

The Diversity and Inclusion Policy is available on the corporate governance section of Pepper Money's website at: www.peppermoney.com.au/content/dam/pepper/documents/direct/corporate-governance/pepper-money-diversity-policy.pdf.

The Board will include in the Annual Report each year a summary of the Company's progress towards achieving the measurable objectives set out under the Diversity and Inclusion Policy for the year to which the annual report relates and details of the measurable objectives set under the Diversity and Inclusion Policy for the subsequent financial year.

A copy of Pepper Money's 2021-2022 WGEA Gender Equality Public Report which contains the Company's "Gender Equality Indicators" as defined by the *Workplace Gender Equality Act 2012* (Cth) can be accessed at: <https://www.peppermoney.com.au/content/dam/pepper/documents/about/sustainability-policy/2021-22%20WGEA%20Report.pdf>.

Principle 2 – Structure the Board to be Effective and Add Value

[2.3] Board composition

The Board is currently comprised of the Chief Executive Officer, two Non-Executive Shareholder Representative Directors, and four independent Non-Executive Directors. The qualifications and experience of the Board members is set out in the Annual Report.

Membership of the Board during 2022 is set out in the table below.

Director	Position	Appointed
Michael Culhane	Chair and Shareholder Representative Director	20 January 2011
Mario Rehayem	Chief Executive Officer	2 May 2018
Des O'Shea	Non-Executive Director and Shareholder Representative Director	6 May 2021
Mike Cutter	Independent Non-Executive Director	6 May 2021
Akiko Jackson	Independent Non-Executive Director	6 May 2021
Justine Turnbull	Independent Non-Executive Director	6 May 2021
Rob Verlander	Independent Non-Executive Director	6 May 2021

Board and Board Committee Meetings

The number of Board and Board Committee meetings held in 2022, and each Director's attendance at those meetings, are set out in the Directors' Report contained in the Annual Report.

[2.4] Board independence

The Board considers an Independent Director to be a Non-Executive Director who is not a member of the Company's Management and who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or any other person. The Board will consider the materiality of any given relationship on a case-by-case basis and has adopted guidelines to assist in this regard.

The Board reviews the independence of each Director in light of interests disclosed to the Board from time to time. The Board Charter sets out guidelines adopted by the Board for the purpose of determining the independence of Directors in accordance with the ASX Recommendations and the Board has adopted a definition of independence that is based on that set out in the ASX Recommendations. The Board will have regard to quantitative and qualitative principles of materiality for the purpose of determining "independence" on a case-by-case basis.

Four of the seven members of the Board are Non-Executive Directors who are considered independent. The Board considers that each of Mike Cutter, Akiko Jackson, Justine Turnbull and Rob Verlander are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the exercise of the Director's unfettered and independent judgement and that each is able to fulfil the role of independent Director for the purpose of the ASX Recommendations.

Mario Rehayem is currently considered by the Board not to be independent for the purposes of ASX Recommendations as he is the CEO of Pepper Money. Michael Culhane and Des O'Shea are currently considered by the Board not to be independent, having regard to their role as Shareholder Representative Directors as provided for in the Relationship Deed between Pepper Group ANZ Holdco Limited and the Company. Although Michael Culhane and Des O'Shea are not considered to be independent, the Board considers that both add significant value to deliberations with their considerable experience and skills. The Board believes that Michael Culhane and Des O'Shea will bring objective and independent judgement to the Board's deliberations.

The Directors believe that they are able to objectively analyse the issues before them in the best interests of all Shareholders and in accordance with their duties as Directors.

[2.2] Board Skills Matrix

The Company has adopted a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership. The Board seeks to collectively represent a balance of skills. This includes industry knowledge and experience, technical skills, governance competencies and behavioural competencies.

The Board skills matrix provides that all Directors are expected to actively support the core values of the Company, and to work diligently to safeguard the long-term interests of the Company and its value to shareholders. All Directors must demonstrate a track record of ethical leadership and accountability, of operating successfully in an environment of challenge and collegiality, and of understanding commercial risk/return tradeoffs.

The current Board skills matrix is:

Skills and Experience	Attributes
Industry Knowledge/Experience	<ul style="list-style-type: none"> • Industry knowledge • Knowledge of sector • Knowledge of broad public policy direction • Understanding of government legislation/regulatory processes • Royal Commission exposure/experience
Technical Skills/Experience	<ul style="list-style-type: none"> • Accounting/finance • Risk and compliance • Legal • Technology • Funding, M&A and capital management • Human resource management • Strategy development and implementation • CEO/C-suite
Governance Competencies	<ul style="list-style-type: none"> • Listed board directorship • Financial literacy • Strategic thinking/planning from a governance perspective • Executive performance management – management of the CEO • Governance related risk management experience • Compliance focus • Profile/reputation
Behavioural Competencies	<ul style="list-style-type: none"> • Values aligned to the Company • Collaboration • Ability and willingness to challenge and probe • Understanding of difference between Board and CEO • Common sense and sound judgement • Integrity and high ethical standards • Mentoring abilities • Interpersonal relations • Listening skills • Verbal communication skills • Understanding effective decision-making processes • Willingness and ability to devote time and energy to the role

The Board skills matrix is reviewed regularly to make sure that it covers the skills needed to address existing and emerging business and governance issues.

The current Directors of Pepper Money bring to the Board a broad range of relevant experience and skills across a variety of industries including consumer lending, specialist lending, insurance, law, investment banking and mortgage broking. Michael Culhane and Mario Rehayem's in depth knowledge of the Pepper Money business through their executive roles is well complemented by Independent Non-Executive Directors who have deep experience in the financial services industry as well as at the Board level.

[2.5] The Chair

Michael Culhane has been appointed as Chair of the Board.

The Chair, Michael Culhane, is not considered by the Board to be an Independent Director given that he is a Shareholder Representative Director. Despite this, the Board believes that Michael is the most appropriate person to lead the Board as its Chair given his role as CEO of the wider Pepper Global Group, as well as his expertise and global experience investing in the finance sector. Michael Culhane and his associated entities hold approximately 3.60% of the TopCo Shares (ordinary shares in Pepper Global TopCo Limited, the ultimate holding company of Pepper Global Group).

The Board considers that Michael Culhane adds significant value to its deliberations and expects that he will continue to bring sound judgement to the Board's deliberations.

In all cases, the Chair does not exercise the role of CEO, this role being performed by Mario Rehayem.

[2.1] Remuneration and Nomination Committee

The Remuneration and Nomination Committee is responsible for final approval of matters relating to succession planning, nomination of Directors and Chief Executive Officer and remuneration of the Directors, the Chief Executive Officer and Executives reporting to the CEO.

The Remuneration and Nomination Committee's Charter provides that the Committee must comprise at least three members, only Non-Executive Directors, a majority of Independent Directors, and an independent Chair who is not Chair of the Board.

The current members of the Remuneration and Nomination Committee are:

- Justine Turnbull, Chair;
- Akiko Jackson;
- Rob Verlander;
- Michael Culhane; and
- Des O'Shea.

Non-Committee members, including members of Management, may attend meetings of the Committee by invitation of the Committee chair. Mike Cutter currently has a standing invitation to attend these meetings.

The Remuneration and Nomination Committee's Charter can be found on the corporate governance section of Pepper Money's website.

[2.6] Induction and Ongoing Training

All new Directors participate in an induction process coordinated by the Company Secretary. The induction process includes meetings with executives and management, the provision of materials such as strategic plans and core corporate governance policies, and meetings with other Directors.

The Company also offers appropriate professional development opportunities for Directors to ensure that they are kept up to date with developments in the industry both locally and at an international level. Management also briefs the Board on relevant industry, regulatory and legal developments.

Principle 3 – Culture of Acting Lawfully, Ethically and Responsibly

[3.1] Articulate and Disclose its Values

Pepper Money’s mission is to help people succeed and we do this by focusing on the underserved and undervalued segments. We are guided by our values of Can Do, Balanced and Real:



Can do

We are ambitious and entrepreneurial, so we look for opportunities. We think outside of the box when it comes to developing solutions for our customers and our teams. We leverage the power of teamwork to deliver. Our ability to be decisive drives our effectiveness.



Balanced

We come with considerable experience; we know how to handle the relationship between opportunity and risk. We understand how to create situations that can set people up for success – and that even in adversity producing a win-win is both human and profitable.



Real

We respect people and are totally honest with them. If we can help we will. If we can't, we'll say so. People want you to be straight with them and they like to understand how things are going – so we tell them. Trust is built by acting with integrity, by doing what you said you'd do. And understanding what people need.

Pepper Money’s strategic success to date has been achieved by leveraging our core competencies and focusing on four key pillars:

Customer: We know that real life events can happen to anyone. Pepper Money takes a people-first approach and makes business decisions in line with the expectations of our customers.

Business: We will achieve business and customer growth through a high-performance operating infrastructure. Pepper Money was founded on innovation and will continue to develop its systems to be capable of meeting current and future demands.

People: People are at the heart of the Company. One of our key objectives is to be an ‘Employer of Choice’. Part of what makes that possible is a culture that is driven by truly living our core values: Can Do, Balanced and Real. We invest in the development of our employees, and actively share knowledge between teams, placing a strong emphasis on our risk management culture.

Brand: We recognise the importance of trust and market leadership. Every action we take supports a positive customer-focused culture to build trust in the brand.

[3.2] Code of Conduct

The Board is committed to achieving the highest possible standards of ethical behavior and best practice in corporate governance. Accordingly, the Board has adopted a formal Code of Conduct which outlines standards expected of its employees, contractors and Directors and is intended to guide them in relation to their business conduct and behavior in the workplace.

Under the Code, employees, contractors and Directors must:

- actively promote the highest standards of integrity and ethics in carrying out their duties;
- deal with clients, competitors and each other with the highest level of honesty, efficiency, fairness and integrity and observe the rule and spirit of the legal and regulatory environment;
- respect confidential information acquired in the course of Pepper Money’s business; and
- disclose any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware of and which they believe could compromise in any way the reputation or performance of Pepper Money.

[3.3] Whistleblower Policy

Pepper Money has a Whistleblower Protection Policy to encourage all employees to feel safe in reporting suspected misconduct and provide a mechanism whereby incidents of suspected or actual misconduct (reportable conduct) can be reported anonymously without fear of reprisal, dismissal or discriminatory treatment.

[3.4] Anti-Bribery and Corruption Policy

Pepper Money is committed to conducting our business activities in an ethical, lawful and socially responsible manner, and in accordance with the laws and regulations of the countries in which we operate. Our reputation as an ethical business organisation is important to our ongoing success. Engaging in bribery and corrupt conduct is contrary to this commitment and constitutes a serious offence with criminal and civil penalties.

Pepper Money's Anti-Bribery and Corruption Policy applies to all employees, officers, directors and in certain circumstances, consultants, secondees, contractors, agents, partners and intermediaries representing us.

A copy of the Code of Conduct and policies listed above can be found on the corporate governance section of the Company's website.

Principle 4 – Safeguard the Integrity of Corporate Reports

[4.1] Audit and Risk Committee

The Audit and Risk Committee assists the Board in carrying out its accounting, auditing, and financial reporting, and risk management responsibilities including:

- overseeing the Company's relationship with the external auditor and the external audit function generally;
- overseeing the Company's relationship with the internal auditor and the internal audit function generally;
- overseeing the preparation of the financial statements and reports;
- overseeing the Company's financial controls and systems; and
- managing the process of identification and management of risk.

The Audit and Risk Committee's charter provides that the Committee must comprise of at least three members, Non-Executive Directors and a majority of independent Directors. In addition, the Board Charter provides that the chair of the Audit and Risk Committee must be an independent Director who is not the Chair of the Board.

The current members of the Audit and Risk Committee are:

- Mike Cutter, Chair;
- Michael Culhane;
- Akiko Jackson;
- Rob Verlander; and
- Des O'Shea.

All Non-Executive directors will be invited to all meetings of the Audit and Risk Committee. The Audit and Risk Committee may invite any Executive Director, Executive, other staff member or external auditor to attend all or part of a meeting of the Committee. Justine Turnbull currently has a standing invitation to attend these meetings.

The Committee has rights of access to Management and auditors (external and internal) without Management present, and rights to seek explanations and additional information from both management and auditors.

[4.2] Declarations by the CEO and CFO

The CEO and CFO have provided a written certificate to the Board in respect of the full year statutory accounts of the Company that:

- in their opinion, the financial records of the Company have been properly maintained and the statutory accounts comply with the relevant accounting standards and other mandatory reporting requirements and give a true and fair view of the financial position and performance of the Company; and
- their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

External Audit

The Audit and Risk Committee is responsible for making recommendations to the Board on the appointment, reappointment or replacement (subject to Shareholder ratification, as required), remuneration, monitoring of the effectiveness, and independence of the external auditor.

To ensure auditor independence, the Committee:

- must pre-approve all audit and non-audit services provided by the external auditor (other than taxation services) and will not engage the external auditor to perform any non-audit or assurance services that may impair or appear to impair the external auditor's judgment or independence in respect of the Company. The Committee may delegate a pre-approval dollar limit to the Chief Financial Officer and authority to a member of the Committee to pre-approve amounts in excess of this between Committee meetings; and
- will annually request from the external auditor a report which sets out all relationships that may affect its independence.

[4.3] Integrity of corporate reports

Pepper Money has practices in place to verify that its periodic corporate reports which are not externally audited or reviewed are accurate, balanced, and provide investors with the appropriate information they require to make informed investment decisions. Where a periodic corporate report is released to the ASX which has not been audited or reviewed by an external auditor, Pepper Money will also disclose as part of that report the process that it has undertaken to verify the integrity and contents of the report.

The verification process generally involves that reports are prepared by internal subject matter experts and material statements in the reports are reviewed by internal stakeholders and/or divisional heads. Confirmation from Management that periodic reports, such as this Corporate Governance Statement, the Operating and Financial Review and our Environment, Social and Governance (ESG)/Sustainability Report, are true and accurate is required prior to approval by the Board.

Principle 5 – Make Timely and Balanced Disclosure

[5.1], [5.2] and [5.3] Market announcements

Pepper Money is committed to complying with its disclosure obligations under the Corporations Act and the ASX Listing Rules to keep the market fully informed of information which may reasonably be expected to have a material effect on the price or value of Pepper Money's securities.

The Company has adopted a Continuous Disclosure Policy which establishes procedures to ensure that Directors and employees are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information.

The Company is committed to observing its disclosure obligations under the ASX Listing Rules and Corporations Act. Information will be communicated to Shareholders through the lodgment of all relevant financial and other information with ASX and continuous disclosure announcements will also be made available on the Company's website.

Principle 6 – Respect the Rights of Security Holders

[6.1] Shareholder communication

Pepper Money's aim is to ensure that Shareholders are kept informed of all major developments affecting the state of affairs of the Company. In addition to the Company's continuous disclosure obligations, the Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time and the Company will communicate this information regularly to shareholders and other stakeholders through a range of forums and publications.

Pepper Money's website has a dedicated shareholder centre page that provides important information about Pepper Money that is relevant to shareholders including:

- Pepper Money's Board and Committee Charters, policies, and Constitution;
- ASX announcements;
- key dates of upcoming events and payment dates of dividends;

- results centre with copies of financial reports;
- contact details for the Share registry;
- historical presentations and webcasts;
- email alerts that enable shareholder to register to receive all ASX and Company information directly to their inbox;
- latest share price; and
- Investor Relations contacts.

All ASX announcements made to the market, including annual and half year financial results, will be posted on the Company's website as soon as practicable following their release by ASX. The full text of all notices of meetings and explanatory material, the Company's annual report and copies of all investor presentations made to analysts and media briefings will be posted on the Company's website.

[6.2 and 6.3] Investor Relations Program

Pepper Money's Investor Relations program is designed to engage with its key stakeholders including retail and institutional investors (domestically and internationally) sell-side research analysts and individual investors. The program includes scheduled engagements following the release of its half and full year results, as well as other engagements including presenting at/or attending industry conferences, and investor days.

The Board understands the importance of these interactions as it allows Pepper Money to clearly articulate its strategy and receive feedback from investors and investment market participants on its strategy, financial performance and reporting, and governance.

The diagram below contains more detailed information regarding some of the key platforms and publications, including the Company's Investor relations program.

<p>Investor centre website</p>	<p>The Investor centre website contains relevant information for shareholders including:</p> <ul style="list-style-type: none"> • Pepper Money's Board and Committee Charters, policies, and constitution • ASX announcements • Key dates of upcoming events and payment dates of dividends • Results centre with copies of financial reports • Contact details for the Share registry • Historical presentations and webcasts • Shareholders can sign up to email alerts to receive all ASX announcements directly to their inbox • Latest share price information • How to contact investor relations
<p>Annual reporting</p>	<ul style="list-style-type: none"> • The Annual Report contains important information about Pepper Money's results for the financial year and a summary of the Company's activities. Pepper Money's Annual Report is available via the investor centre website. • Shareholders may choose to receive a copy of the Annual Report in electronic or hard copy form.
<p>ASX Announcements and Communications</p>	<ul style="list-style-type: none"> • Pepper Money publishes all announcements, press releases and other communications on the Investor centre website. • Pepper Money's website also contains links to notices of meetings and explanatory memoranda. • Shareholders may choose to receive these documents in electronic form by providing Pepper Money with their email address.

Annual General Meeting

- Pepper Money encourages all shareholders to attend and participate in its AGM. Links to a webcast of the AGM and a transcript of the Chairman's and CEO's speech will be lodged with the ASX and published on the company's Investor centre website.
- Shareholders are encouraged to lodge direct votes or proxies electronically, subject to the adoption of satisfactory authentication procedures.
- The Company's external auditor attends the AGM and is available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.
- The Board and management actively engage with shareholders at the AGM.

Investor relations

- Pepper Money is committed to maintaining working relationships with its shareholders.
- Pepper Money gives shareholders the option to receive periodic communications in either electronic (encouraged) or hard copy form.
- Shareholders can register to receive all ASX and company information electronically.
- Shareholders also have the option to receive and send communications from Pepper Money and its share registry in electronic or hard copy form.

Pepper Money's Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication. The Shareholder Communication policy can be found at: www.peppermoney.com.au/content/dam/pepper/documents/direct/corporate-governance/shareholder-communication-policy.pdf.

Copies of all ASX lodgments, financial reports and presentations and replays of webcasts can be found on the Pepper Money website.

[6.4] Shareholder Participation at the Annual General Meeting (AGM)

Shareholders are invited to attend the Company's AGM, where shareholder participation is actively encouraged and facilitated.

Engagement is facilitated by:

- distributing a copy of the Annual Report and the Notice of Meeting to Shareholders directly to Shareholders via their nominated means of communication;
- enabling the use of online proxy voting for Shareholders who are unable to attend;
- encouraging Shareholders to submit written questions in advance of the AGM either by returning the question form provided with the notice of AGM or through an online facility that enables Shareholders to submit questions via their investor centre log-in.
- the Chair seeking to address as many of the more frequently raised topics as possible in his AGM address; and
- seeking to answer all questions raised by shareholders during the meeting.

The formal addresses at the AGM will be webcast for those Shareholders who are unable to be present.

A representative of the external auditor will attend the AGM for the purpose of answering shareholder questions about the audit report and audit process. All substantive resolutions being considered at the AGM are decided by a poll rather than a show of hands.

The AGM voting result will be lodged with the ASX as soon as practicable after the AGM and published on Pepper Money's website.

The 2022 AGM is scheduled for April 2023, and Pepper Money intends to conduct a hybrid or virtual meeting.

[6.5] Electronic communication

The Shareholder Communication Policy provides Shareholders the option to receive email communications and send email communications directly to the Company and to the Company's Share Registry.

Principle 7 – Recognise and Manage Risk

[7.1] Risk committee

Pepper Money has established a risk governance framework through a comprehensive committee structure to support the management of risk, including the Audit and Risk Committee (Board), Risk Committee (Management), Credit Committee (Management), Product and Pricing Committee (Management) and Asset and Liability Committee (Management).

The Board has the ultimate accountability for risk management in the Company. The Board Audit and Risk Committee assists the Board with regard to oversight of Pepper Money's risk management practices by reviewing and reporting to the Board that:

- the Committee has, at least annually, reviewed the Company's risk management framework to satisfy itself that it continues to be sound and effectively identifies all areas of potential risk;
- adequate policies and procedures have been designed and implemented to manage identified risks; and
- a regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies.

[7.2] Risk Management Framework

Risk management is an integral part of Pepper Money's business model. We operate in adherence to our Risk Management Framework (RMF), which provides us with an effective and efficient approach to govern and oversee the Company.

The RMF promotes increased risk awareness throughout the Company and facilitates better operational and strategic decision making. It promotes a strong risk culture and ensures that operations are consistent with the nature and level of risk that Pepper Money is willing to accept, both now and in line with any expected changes in the legislative and regulatory environment.

The following figure provides an overview of Pepper Money's RMF which is reviewed at least annually. The RMF was last reviewed by the Audit and Risk Committee in August 2022.



[7.3] Internal audit

Pepper Money outsources the internal audit function, currently to PwC. PwC assists the Board by undertaking an objective evaluation of Pepper Money's internal control framework.

Internal Audit undertakes internal reviews of risk management by conducting a series of audits on the systems, processes and controls within the Company. A risk-based plan is agreed with Management and the Board Audit and Risk Committee on an annual basis and may include reviews in the areas of financial reporting and management application of accounting policies and compliance with regulatory regimes, laws and standards. The results of these reviews are reported to the Board Audit and Risk Committee.

[7.4] Environmental and Social Responsibility Management

Pepper Money's approach to sustainability aligns with our mission to help people succeed in meeting their financial needs.

Our approach is guided by our Environmental Social and Governance (**ESG**) focus areas that are closely linked to our strategy and purpose, and we recognise that our ability to manage ESG risks and opportunities in our operating environment is critical to the achievement of our strategy and purpose.

Pepper Money has built strong foundations, embedding good corporate governance, and lending responsibly to our customers and supporting the community, and strives to have a positive impact for our customers, employees, stakeholders and the environment.

Pepper Money strives to have a positive impact for our customers, stakeholders, employees, and the environment. Pepper Money has built strong foundations of supporting the community, embedding good corporate governance, and lending responsibly to our customers.

Fundamental to our business is providing access to finance for people typically underserved and ensuring that we lend in a fair and responsible way.

Consequently, customer wellbeing and responsible business practices were recognised as areas where Pepper Money can have a positive or negative impact. Other focus areas include climate risks and opportunities, employee engagement and inclusion, and Pepper Money's community contribution and investment.

Further information on our approach to sustainability can be found within the Annual Report.

Principle 8 – Remunerate Fairly and Responsibly

[8.1] Remuneration and Nomination Committee

The Board has established a Remuneration and Nomination Committee (**RNC**). The RNC responsibilities include assisting the Board in discharging its responsibilities in relation to the Company's:

- recruitment of Directors and Senior Executives;
- remuneration policies;
- short- and long-term incentive plans;
- equity plans; and
- Board composition and performance.

The RNC's Charter is available on the corporate governance section of the Company's website. The Charter provides that the RNC must comprise at least three members, only Non-Executive Directors, a majority of independent Directors, and an independent chair who is not Chair of the Board.

The current members of the Remuneration and Nomination Committee are:

- Justine Turnbull, Chair;
- Akiko Jackson;
- Rob Verlander;
- Michael Culhane; and
- Des O'Shea.

[8.2] Director and Executive Remuneration Practices

Pepper Money's remuneration policies and practices for Non-Executive Directors, Executive Directors and other Senior Executives are set out in the Remuneration Report, found in Pepper Money's Annual Report.

[8.3] Dealings in Pepper Money Securities

The Company has a Securities Trading Policy which sets out the obligations of Directors and employees of Pepper Money when trading in Pepper Money securities. The Board considers it desirable that Directors and employees of Pepper Money hold securities in the Company and that doing so aligns their interest with other shareholders.

The Policy is designed to establish a best practice procedure for the buying and selling of securities that protects the Company, Directors and employees against the misuse of unpublished information which could materially affect the value of securities and to comply with the Corporations Act.

Pepper Money employees and Directors are prohibited from entering into or facilitating margin loans in relation to Pepper Money securities and are required to obtain pre-trade approval before trading in Pepper Money securities.

The Policy prohibits directors and senior management (and any companies or trusts controlled by them) from trading in financial products that limit the economic risk of security holdings (e.g. hedging arrangements) and imposes restrictions on transactions which limit the economic risk of participating in equity-based remuneration schemes.

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