

# Related Party Transactions Policy

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Effective: 12 October 2023

Under MoneyHero Limited's (the "**Company**") Code of Ethics, employees, officers, and directors must report to the General Counsel any activity that would cause or appear to cause a conflict of interest on their part. The board of directors of MoneyHero Limited (the "**Board**") recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof. Therefore, the Board has adopted this Related Party Transactions Policy (the "**Policy**") to ensure that all Related Party Transactions (as defined below) shall be subject to review, approval, or ratification in accordance with the procedures set forth below.

## DEFINITIONS

For purposes of this Policy, the following terms shall have the following meanings:

"Immediate Family Member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of such person.

"Related Party" means:

1. enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the Company;
2. unconsolidated enterprise in which the company has a Significant Influence or which has Significant Influence over the Company;
3. individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them Significant Influence over the Company, and close members of any such individual's family (i.e., family members who may be expected to influence, or be influenced by, the individual concerned in their dealings with the Company);
4. key management personnel (i.e., having authority and responsibility for planning, directing and controlling the activities of the Company), including directors and close members of such individuals' families; and
5. enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in 3. or 4. above or over which such a person is able to exercise Significant Influence, including enterprises owned by directors or major shareholders of the Company and enterprises that have a member of key management in common with the Company.

"Related Party Transaction" means any. Transaction involving the Company in which a Related Party has or will have a direct or indirect material interest, as determined by the Audit Committee.



This also includes any material amendment or modification to an existing Related Party Transaction.

“Significant Influence” means the power to participate in the financial and operating policy decisions of an enterprise but is less than control over those policies, provided that shareholders beneficially owning a 10% or more interest in the voting power of the enterprise concerned are presumed to have a significant influence on such enterprise.

“Transaction” means any financial transaction, arrangement or relationship or any series of similar transactions, arrangements or relationships, including indebtedness and guarantees of indebtedness and transactions involving employment and similar relationships.

## **IDENTIFICATION OF RELATED PARTIES**

Directors, Executive Officers and Nominees. On an annual basis, each director and executive officer shall submit to the General Counsel the following information:

1. a list of their Immediate Family Members;
2. for each person listed and, in the case of a director, for the director, the person’s employer and job title or a brief job description;
3. for each person listed and the director or executive officer, each firm, corporation or other entity in which such person is a general partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest; and
4. for each person listed and the director or executive officer, each charitable or non- profit organization for which the person is actively involved in fundraising or otherwise serves as a director, trustee or in a similar capacity.

Any person nominated to stand for election as a director shall submit to the General Counsel the information described above no later than the date of their nomination.

Any person who is appointed as a director or an executive officer shall submit to the General Counsel the information described above prior to such person’s appointment as a director or executive officer, except in the case of an executive officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment.

Directors and executive officers are expected to notify the General Counsel of any updates to the list of Related Parties, their employment and relationships with charitable organizations. Generally, this would include notification of the marriage of the director or executive officer, or the marriage of their Immediate Family Members.



Ten Percent Owners. At the time the Company becomes aware of a person's status as a beneficial owner of more than 10% of any class of the Company's voting securities, and annually thereafter for so long as such ownership status is maintained, the General Counsel shall request (a) if the person is an individual, the same information as is requested of directors and executive officers under this policy; and (b) if the person is a firm, corporation or other entity, a list of the principals or executive officers of the firm, corporation or entity.

#### **UPDATING RELATED PARTIES LIST**

The General Counsel, on an annual basis, by examining SEC filings and through the use of internet search engines and a review of applicable websites, shall, if necessary, update the lists provided by directors, executive officers, nominees and 10% owners (or create lists if no list was provided) to reflect changes in family, changes in employment, and the addition of new parent companies, subsidiaries and sibling companies, as well as any updated information provided by the directors, executive officers, nominees and 10% owners. Copies of such updated lists will be provided to the relevant directors and executive officers.

#### **DISSEMINATION OF RELATED PARTIES MASTER LIST**

The General Counsel shall compile the information collected pursuant to the procedures described in the preceding section, "Identification of Related Parties," and create a master list of Related Parties.

The General Counsel shall distribute the master list (and any updates thereof) to:

- (a) business unit and function/department leaders responsible for purchasing goods or services for the Company or selling the Company's goods or services; and
- (b) the Chief Financial Officer and the Group Head of Finance.

In addition, the General Counsel shall distribute the portion of the master list containing the names of Immediate Family Members of directors, executive officers and nominees to the Group Head of People and Talent and the portion of the master list containing the names of charitable and non-profit organizations to the person who administers the Company's charitable contributions (currently the Group Head of People and Talent).

The recipients of the master list shall utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this policy and otherwise in compliance with the Company's other policies.

#### **REVIEW AND APPROVAL PROCEDURES**



It is the responsibility of the Audit Committee of the Board (the "Audit Committee") to administer this Policy.

Each director, executive officer and nominee shall promptly notify the Company's General Counsel of any Transaction involving the Company and a Related Party. The General Counsel will undertake an evaluation of the transaction to determine if it could constitute a Related Party Transaction, and so would require the approval of the Audit Committee. If the General Counsel determines that it could constitute a Related Party Transaction, the General Counsel will report the Related Party Transaction, together with a summary of the material facts, to the Audit Committee for consideration at the next regularly scheduled Audit Committee meeting.

The Audit Committee shall review all of the relevant facts and circumstances of all Related Party Transactions and either approve or disapprove of the entry into the Related Party Transaction, subject to the exceptions described below. In determining whether to approve or ratify a Related Party Transaction, the Audit Committee shall take the following considerations into account, among other factors it deems appropriate:

1. whether the transaction was undertaken in the ordinary course of business of the Company,
2. whether the Related Party Transaction was initiated by the Company or the Related Party,
3. the availability of other sources of comparable products or services,
4. whether the transaction with the Related Party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party,
5. the purpose of, and the potential benefits to the Company of, the Related Party Transaction,
6. the approximate dollar value of the amount involved in the Related Party Transaction, particularly as it relates to the Related Party,
7. the Related Party's interest in the Related Party Transaction, and
8. any other information regarding the Related Party Transaction or the Related Party that would be material to investors in light of the circumstances of the particular transaction.

The Audit Committee shall review all relevant information available to it about the Related Party Transaction. The Audit Committee may approve the Related Party Transaction only if the Audit Committee determines in good faith that, under all of the circumstances, the transaction is in the best interests of the Company and its shareholders. The Audit Committee, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Party in connection with the approval of the Related Party Transaction.

If a Related Party Transaction involves a Related Party who is a director or an Immediate Family Member of a director, such director may not participate in any discussion or vote regarding approval or ratification of approval of such transaction. However, such director shall provide all



material information concerning the Related Party Transaction to the Audit Committee. Such director may be counted in determining the presence of a quorum at a meeting of the Audit Committee that considers such transaction.

If the General Counsel determines it is impractical or undesirable to wait until an Audit Committee meeting to consummate a Related Party Transaction, the chairman of the Audit Committee may review and approve the Related Party Transaction in accordance with the procedures set forth herein. Any such approval (and the rationale for such approval) must be reported to the Audit Committee at the next regularly scheduled Audit Committee meeting.

## **RATIFICATION**

If the Company becomes aware of a Related Party Transaction that has not been approved under this Policy, the Related Party Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Audit Committee determines it to be appropriate, ratified at the Audit Committee's next regularly scheduled meeting. In any case where the Audit Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Audit Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification.

## **ONGOING TRANSACTIONS**

If a Related Party Transaction will be ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party.

Thereafter, the Audit Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to ensure that they are in compliance with the Audit Committee's guidelines and that the Related Party Transaction remains appropriate.

## **STANDING PRE-APPROVAL FOR CERTAIN INTERESTED TRANSACTIONS**

Each of the following types of Related Party Transactions shall be deemed to be pre-approved or ratified, as applicable, by the Audit Committee, unless specifically determined otherwise by the Audit Committee. In connection with each regularly scheduled meeting of the Audit Committee, a summary of each new Related Party Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Audit Committee for its review.

Employment of executive officers. Any employment relationship or transaction involving an executive officer of the Company and any related compensation solely resulting from that employment relationship or transaction if:

1. the related compensation is reported in the Company's annual report on Form 20-F; or
2. the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be reported in the Company's annual report on Form 20-F if the executive officer was a "named executive officer", and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.

Director compensation. Any compensation paid to a member of the Board if the compensation is reported in the Company's annual report on Form 20-F.

Certain transactions with other companies. Any transaction with another company at which a Related Party's only relationship is as:

1. a director,
2. a beneficial owner of less than 10%, together with their Immediate Family Members, of that company's outstanding equity, or
3. in the case of partnerships, a limited partner, if the limited partner, together with their Immediate Family Members, has an interest of less than 10% and the limited partner is not a general partner and does not hold another position in the partnership.

Transactions where all shareholders receive proportional benefits. Any transaction where the Related Party's interest arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis (e.g., dividends).

Transactions involving competitive bids. Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.

Certain charitable contributions. Any charitable contribution, grant, or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an executive officer), if the aggregate amount involved does not exceed the greater of \$1,000,000 or 2% of the charitable organization's total revenues.

Indemnification. Indemnification and advancement of expenses made pursuant to the Company's memorandum and articles of association, directors and officers insurance policies or pursuant to any agreement.

Certain non-disclosure agreements. Entry into non-disclosure agreements with, or in connection with a potential transaction involving, a Related Party.



Regulated transactions. Any transaction with a Related Party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

Certain banking-related services. Any transaction with a Related Party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

## **DISCLOSURE**

All Related Party Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's annual report on Form 20-F, as required by applicable laws, rules and regulations.