Offer Information Statement

Nimble Money Limited

ACN 128 541 542

A pro rata renounceable entitlement offer of 1 New Share for every 1 existing Share held on the Record Date at an Offer Price of $0.05 per New Share to raise up to approximately $5,150,000. The Entitlement Offer closes at 5:00pm (Queensland time) on 20 December 2023 (unless extended).

This document is an important document that requires your immediate attention. It should be read in its entirety. If after reading this document you have any questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

Important information

This offer information statement (**Offer Document**) is dated 23 November 2023 and was lodged with ASIC on that date and has been issued by Nimble Money Limited. This Offer Document is an offer information statement for the purposes of the Corporations Act, and has been prepared in accordance with the content rules set out in section 715 of the Corporations Act. ASIC (including its officers) does not take any responsibility for the content of this Offer Document or the merits of the investment to which it relates. New Shares will not be allotted or issued pursuant to this Offer Document any later than 13 months after the date of this Offer Document. This document is issued pursuant to section 709(4) of the Corporations Act and is not a prospectus for the purposes of the Corporations Act. The level of disclosure required in this Offer Document is specified in section 715 of the Corporations Act and this Offer Document has a lower level of disclosure requirements than a prospectus.

The Corporations Act prohibits the Company from processing applications to subscribe for, or acquire, securities offered under this Offer Document (**Applications**) in the seven-day period after lodgement of this Offer Document with ASIC (**Exposure Period**). This Exposure Period may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable this Offer Document to be examined by ASIC and market participants prior to offers being made. The examination may result in the identification of deficiencies in this Offer Document, in which case any Application may need to be dealt with in accordance with section 724 of the Corporations Act. No New Shares will be issued during the Exposure Period and accordingly, no Applications will be accepted until the Exposure Period has expired.

This Offer Document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Offer Document (including in electronic form) outside Australia may be restricted by law and persons who come into possession of this Offer Document outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. If you are outside Australia, this document is provided to you on the basis that you are a person to whom an offer and issue of securities may be made outside Australia without registration, qualification, lodgement or approval of a formal disclosure document or other filing or formality in accordance with the laws of that foreign jurisdiction. By applying or paying for New Shares, an Applicant represents and warrants that there has not been a breach of any such laws.

This Offer Document may not be released or distributed in the United States and does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, a person in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States and, accordingly, may not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws.

No person is authorised to give any information or make any representation in connection with the Entitlement Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company, the Directors or any other person in connection with the Entitlement Offer. You should rely only on information in this Offer Document, or any other document authorised by the Company when deciding whether to invest in New Shares. This Offer Document may contain certain forward-looking statements. The words *anticipate, believe, expect, project, forecast, estimate, likely, intend, should, could, may, target, plan, consider, foresee, aim, will* and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Such forward-looking statements are provided as a general guide only and are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of Nimble and which are based on change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. These statements are based on an assessment of present economic and operating conditions and on a number of best estimate assumptions regarding future events and actions that, at the date of this document, are expected to take place. Forward-looking statements should therefore be read in conjunction with, and are qualified by reference to, section 4, and other information in this Offer Document. The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. No person who has made any forward-looking statements in this Offer Document (including the Company) has any intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Document, other than to the extent required by applicable law.

This information contained in this Offer Document is not financial product or investment advice nor a recommendation to acquire New Shares and has been prepared without taking into account the objectives, financial situation or needs (including financial and tax issues) of any prospective participant. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek legal, taxation and financial advice appropriate to their jurisdiction and circumstances. An investment in Nimble under the Entitlement Offer should be considered speculative. Nimble is not licensed to provide financial product advice in respect of New Shares.

It is important that you read this Offer Document carefully and in its entirety before deciding whether to accept an offer of New Shares. In particular, in considering the prospects of the Company, you should consider the risk factors that could affect the performance of the Company. An investment in New Shares is subject to investment and other known and unknown risks, uncertainties and assumptions, many of which are beyond the control of Nimble and the Board, including the risks described in section 4, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward-looking statements in this Offer Document. There may be risk factors in addition to these that should be considered in light of your personal circumstances. No person named in this Offer Document nor Nimble, its directors, officers, employees, agents, associates and advisers, nor any other person warrants or guarantees the future performance of the New Shares or any particular rate of return or the performance of Nimble, nor does it guarantee the repayment of capital from Nimble or any particular taxation treatment. In considering an investment in the New Shares, investors should have regard to (among other things) the risks and disclaimers outlined in this Offer Document. Past performance information given in this Offer Document is provided for illustrative purposes only and should not be relied on as (and is not) an indication of future performance.

All references to FY23 appearing in this Offer Document are to the financial year ended 30 June 2023 unless otherwise indicated. Any discrepancies between totals and sums and components in tables, figures and diagrams contained in this Offer Document are due to rounding. The financial information in this Offer Document should be read in conjunction with, and is qualified by reference to the information contained in, section 4. The consolidated audited financial report of the Company for FY23 is set out in Annexure A to this Offer Document (**Financial Report**). As required by section 715(2) of the Corporations Act, the Financial Report is for a 12 month period, has a balance date of 30 June 2023 that will be within the last 6 months before the New Shares are first offered under this Offer Document, has been prepared in accordance with the accounting standards and is audited. The Financial Report also includes the comparative figures for the financial year ending on 30 June 2022 as this Offer Document is required to include comparative financial information for Nimble's last financial year that ended prior to the 12 month period being reported on.

No person is authorised to give any information or make any representation in connection with the Entitlement Offer which is not contained in this Offer Document. Any information or representation not contained in this Offer Document may not be relied on as being authorised by Nimble in connection with the Entitlement Offer.

As a Shareholder, Nimble and the Share Registry have already collected certain personal information from you. If you apply for New Shares, Nimble and the Share Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration. Nimble and the Share Registry may disclose your personal information for these purposes to their agents, contractors or third party service providers to whom they outsource services. You can obtain access to your personal information by contacting Nimble or the Share Registry at the address or telephone number listed in the corporate directory.

Certain words and terms used in this Offer Document have defined meanings, which are described in the Glossary. Money as expressed in this Offer Document is in Australian dollars ($ or A$) unless otherwise indicated.

This document is important and should be read in its entirety.

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IMPORTANT NOTICE

This Offer Document is an important document and requires your immediate attention. It should be read in its entirety before you decide whether to participate in the Entitlement Offer. If you have any questions about any part of this Offer Document, you should consult your professional adviser.

Summary of the Entitlement Offer

What are the key terms of the Entitlement Offer?

Key Entitlement Offer details	
Offer Price	$0.05 per New Share
Entitlement Ratio	1 New Share for every 1 existing Share held on the Record Date
Number of New Shares to be issued under the Entitlement Offer*	Approximately 103,001,450
Shortfall Facility	Eligible Shareholders who take up all of their Entitlement may apply for Additional New Shares in excess of their Entitlement
Amount to be raised under the Entitlement Offer*	Approximately $5,150,072.50
Total Shares on issue following completion of the Entitlement Offer*	Approximately 206,002,900

*These figures assume full take up of all New Shares under the Entitlement Offer.

What are the key dates relating to the Entitlement Offer?

This assumes the Exposure Period has expired (and has not been extended by ASIC) before the dispatch of the Offer Document and Entitlement Offer opening.

Event	Date
Record Date for determining Entitlements	7:00pm (Queensland time) on 4 December 2023
Offer Document dispatched to Eligible Shareholders	6 December 2023
Opening Date for the Entitlement Offer	6 December 2023
Closing Date for submitting your Application Form and payment of Application Monies	5:00pm (Queensland time) on 20 December 2023
Notification of allotment of New Shares	22 December 2023
Allotment of New Shares under the Entitlement Offer	22 December 2023
Dispatch of holding statements for New Shares	22 December 2023

These dates are indicative only and are subject to change. Eligible Shareholders are encouraged to submit their Applications as early as possible. Nimble reserves the right to amend this indicative timetable at any time and in particular, subject to the Corporations Act, to extend the latest date for receipt of Application Forms, to accept late Application Forms either generally or in particular cases, or to cancel the Entitlement Offer without prior notice.

Letter from the Chair

Dear Shareholder,

Nimble Money Limited – Entitlement Offer

On behalf of the Board of Nimble, I am pleased to invite you to participate in a pro rata renounceable entitlement offer to subscribe for 1 New Share for every 1 existing Share held by you on the Record Date at an Offer Price of $0.05 per New Share. The Entitlement Offer is not underwritten.

Nimble intends to raise up to approximately $5.15 million under the Entitlement Offer. Eligible Shareholders who take up all of their Entitlement can also apply for Additional New Shares under the Shortfall Facility.

Nimble is an experienced FinTech lender, having lent over $1.3 billion across 1.88 million loans to over 400,000 customers since 2005. For further information on Nimble and its strategy, I urge you to read the Investment overview section in this Offer Document.

Nimble has recently acquired the business and assets of ZeeFi Pty Ltd and has been busy integrating that business into its operations while still prioritizing the growth of its core business. Fundamental to this growth strategy is the ongoing and proactive review of our capital structure, and consequently, Nimble is now pleased to offer each of its existing Shareholders the opportunity to participate in an offer of New Shares. The pricing of the Entitlement Offer is intended to be attractive enough to encourage all Shareholders to participate, and has been determined having regard to a range of factors, including economic and capital market conditions, the impact of the recent legislative changes impacting SACC products, and the general performance of the business.

Separate to the Entitlement Offer, the Board continues to consider all viable options and alternative methods for the Nimble group to ensure its capital requirements continue to be adequate in order to be able to execute on its strategy (as further detailed in this Offer Document). For these reasons, the Board is currently contemplating undertaking further fundraising activities potentially in the form of equity and/or debt from both existing noteholders and third-party institutional investors. As at the date of this Offer Document, nothing is sufficiently certain that would require disclosure to Shareholders under this Offer Document. However, the Board will provide all material updates to Shareholders as soon as there are any such material developments in this regard.

Funds raised under the Entitlement Offer will be used by Nimble to fund the Exchange Put Price, redeem the Class B Notes, originate the New Credit Products and to strengthen the balance sheet and for general working capital. Eligible Shareholders should thoroughly consider the matters set out in sections 1.3 and 4 of this Offer Document to understand how the proceeds raised under the Entitlement Offer will be allocated, and the factors which may influence that allocation.

As an Eligible Shareholder, you may choose one of the following options:

1. take up all of your Entitlement;
2. take up all of your Entitlement and apply for Additional New Shares under the Shortfall Facility;
3. take up part of your Entitlement (and renounce the balance);
4. sell all or part of your Entitlement; or
5. take no action, in which case you will be deemed to have renounced your Entitlement (and those renounced Entitlements will be transferred and offered for sale in the Shortfall Bookbuild).

Entitlements are renounceable and will be transferrable off-market, and are otherwise transferrable in the Shortfall Bookbuild (described below). This provides Eligible Shareholders the opportunity to sell some or all of their Entitlements in order to realise value for those Entitlements ahead of the Shortfall Bookbuild. It is the responsibility of purchasers of Entitlements to inform themselves of the criteria for exercise. If holders of Entitlements do not meet the criteria for an Eligible Person, they will not be able to exercise the Entitlements. In the event that holders are not able to take up their Entitlements, those Entitlements will lapse and be offered for sale at the Offer Price in the Shortfall Bookbuild (in which case, holders will receive no value or payment for them).

Eligible Shareholders who do not take up (or otherwise sell or transfer) their Entitlement (in full or in part) or whose Application is not supported by cleared funds (**Renouncing Shareholders**) will be deemed to have renounced their Entitlement (or that part of their Entitlement that they have not taken up or sold) and those renounced Entitlements will be transferred and potentially sold through a bookbuild process to be undertaken by the Company (**Shortfall Bookbuild**). The Shortfall Bookbuild will be conducted at the Offer Price and, as such, will be a bookbuild as to volume only. Eligible Shareholders should note that if they renounce all or part of their Entitlement, their percentage shareholding in Nimble will be diluted to the extent of their non-participation in the Entitlement Offer.

You should consult your stockbroker, accountant or other professional advisor to evaluate whether to participate in the Entitlement Offer. To participate you must ensure that your completed Application Form and Application Monies are received by Nimble before the Closing Date, being 5:00pm (Queensland time) on 20 December 2023.

If you do not wish to take up (or otherwise sell or transfer) any of your Entitlement, you do not have to take any action.

Further details of the Entitlement Offer are set out in this Offer Document, which you should read carefully and in its entirety. If you have any questions about the Entitlement Offer, please contact Grant Mackenzie (CEO) on gmackenzie@nimble.com.au or Jake Tiver (Company Secretary) on jtiver@nimble.com.au.

On behalf of the Board and management team of Nimble, I invite you to consider this investment opportunity and thank you for your continued support.

Yours sincerely,

Graeme Wilson
Chair

Investment overview

Introduction to Nimble

Topic	Summary
Who is Nimble?	**An advanced FinTech lender** Nimble was founded in 2005 after identifying a gap in the market in the way individuals borrow small amounts of money. We offer a diverse suite of credit products that support the needs of customers, leveraging our customised technology and sophisticated credit decisioning platform. We have grown to become a recognisable Australian digital consumer credit business, having lent over $1.3 billion across 1.88 million loans to over 400,000 customers since inception. In 2023, Nimble acquired the business and assets of ZeeFi Pty Ltd, which is a fintech lender in the vocational and higher education sector (**ZeeFi**). The transaction is aligned with Nimble's broader strategy to diversify its portfolio of credit products and provided an opportunity to immediately enter into a well-established distribution channel, with multiple income streams.
What is Nimble's strategy?	**Well positioned to accelerate growth in the large, growing non-bank lending sector** Nimble has a set of assets and capabilities that can be leveraged in both its existing and new, larger markets. Nimble's long-term strategy is to capture the growth opportunities in online consumer lending by deploying its new suite of credit products into much larger addressable markets. We have a portfolio of products now which comprises the longstanding core business of small amount and medium amount credit contracts (**SACC** and **MACC**), along with the New Credit Products. The ability to actively market these products to broader customer segments has been inhibited by funding capacity to support these products and our relatively high cost of capital. The capital to be provided by this Entitlement Offer will enable Nimble to take advantage of the growth opportunities in the larger markets for the New Credit Products. The changes introduced by the *Financial Sector Reform Bill* 2022 has led to a decline in SACC originations, and accordingly, Nimble has been transitioning towards a more diverse product suite and growing its presence in these new markets, while continuing to provide its customers with quick, simple and competitive credit products, delivered through simple digital experiences. With past data indicating there remains a large and diverse target market to be serviced, we believe that shareholder value can be created by attempting to successfully capture potential growth opportunities that exist within these markets.
Why is the Entitlement Offer being conducted?	**Pursue growth strategy and meet obligations under covenants** The capital sought from the Entitlement Offer will allow Nimble to fund the Exchange Put Price, redeeming the Class B Notes, originate receivables to the extent that they are not funded by Nimble's senior debt facilities, strengthen its balance sheet, and for general working capital purposes. Separate to the Entitlement Offer, the Board continues to consider all viable options and alternative methods for the Nimble Group to ensure its capital requirements continue to be adequate in order to meet its financial commitments, including to be able to execute on its strategy (as further detailed in this Offer Document). For these reasons, the Board is currently contemplating undertaking further fundraising activities potentially in the form of equity and/or debt from both existing noteholders and third-party institutional investors. As at the date of this Offer Document, nothing is sufficiently certain that would require disclosure to Shareholders under this Offer Document. However, the Board will provide all material updates to Shareholders as soon as there are any such material developments in this regard.

Investment highlights

Topic	Summary
What are Nimble's key strengths?	**Our assets and capabilities have the potential to be leveraged in diverse, larger markets.** Nimble's core capabilities can be leveraged with our New Credit Products to achieve growth in larger adjacent markets: • **A strong consumer brand and customer acquisition success:** $37.5m in both online and offline brand marketing and advertising spent over 5 years. • **Proud and attentive customer service:** We believe that our Australian call centre and well-operating customer service team provide positive customer experiences. At 54%, Nimble's net promoter score is a demonstration of our customers' high level of satisfaction towards their experience with us. We believe this in turn will continue to have a positive impact in respect of Nimble's customer loyalty. • **Customised technology platform**: A modern scalable platform that allows value to be unlocked through APIs, data and machine learning. Offering quick and cost-effective processing capabilities, our technology platforms allow for rapid responses to market opportunities; and • **Powerful credit decisioning**: Our data driven rules-based credit decisioning processes have evolved over time and are refined through our ongoing commitment to responsible lending, learning and improvement.
What products does Nimble offer its customers?	**New products have been launched to lessen reliance on 'payday lending'** Nimble's revenue has historically been generated through its SACC and MACC loans. Nimble has been successful in achieving scale in these products. While the market for these products is relatively small and continues to be subject to regulatory headwinds, including most significantly the recent passage of the *Financial Sector Reform Act* 2022 (Cth), Nimble is confident that there will continue to be sufficient demand for these products in the short to medium term. Nimble also has a suite of new products which are offered directly to customers through our website and online acquisition channels, comprising: • **Nimble AnyTime virtual credit card:** A revolving credit product which bridges the gap between BNPL and the credit card market. Our Nimble AnyTime product has a unique fixed repayment feature that provides customers with certainty regarding repayment amounts and an ability to better manage their cash flows. The Mastercard supported digital wallet provides 'Tap and Pay' functionality and supports ecommerce purchases. Customers can also directly transfer funds to their bank and manage their account through our innovative mobile app and website. • **Personal loans:** Nimble's unsecured personal loans can be used by customers for a variety of purposes and expenditures, including funding life events, vehicle expenses, home renovation, travel expenses and debt consolidation. Tiered pricing using a risk-based framework is utilised to ensure an acceptable risk versus return profile. • **ZeeFi:** The ZeeFi credit products predominantly comprise the Study Now Pay Later (**SNPL**) product, which is a regulated credit contract offered on flexible, interest-free terms to students whereby income is earnt on both fixed establishment and monthly fees from the student, as well as merchant service fees from the education provider. In addition, ZeeFi provides Payment Assist, which is a service provided by ZeeFi to education providers for the management of student instalment plans.

	Nimble AnyTime	Personal loans	SACC/MACC	ZeeFi SNPL
Credit range	$1,000 to $10,000	$5,050 to $10,000	$300 to $5,000	$2,001 to $20,000
Term	Continuing credit	Up to 4 years	Up to 23 months	Up to 36 months
Interest rate (p.a.)	37% to 47%	48%	4% of principal p/m or 48% for >$2,000	Interest free, with an establishment fee between $50 and $80 and a monthly fee of $7 per month
Upfront fees	Nil	Nil	20% of principal, up to $400	As above
Security	Unsecured	Unsecured	Unsecured	Unsecured

Who are Nimble's customers?

Tech savvy millennials who value speed and simplicity

Nimble's customer base is primarily digitally engaged consumers who are comfortable accessing financial services online. It includes customers that are currently not well served in the market by traditional credit providers such as banks.

Our existing customer base comprises approximately 400,000 customers, split 59% male and 41% female, with the median customer being 34 years old. Our customers are required to be employed and we have a solid track record of returning customers, with approximately 70% of our SACC and MACC loan customers being returning customers. A significant number of these customers will be eligible for the New Credit Products, including access to the ZeeFi products for those looking to undertake further study.

Nimble's customer proposition is based on its ability to provide a fast and easy online experience via its secure and trusted technology platforms. This online offering is supported by exceptional customer service.

What is Nimble's customer value proposition?

High levels of customer satisfaction driven by customer service and a commitment to treating customers fairly and with empathy

Nimble's customer value proposition contains four key elements:

- **Online**: anywhere, anytime, anyhow (24/7).
- **Fast and easy**: efficient processing that generates a seamlessly integrated and holistic customer journey, minimising customer friction points. Funds rapidly credited to the customer's account after their acceptance of the loan contract.
- **Secure and trusted**: keeping customer data safe is a priority.
- **Personalised**: relevant products, services and information for our target market.

Additionally, Nimble's strong consumer brand and recognised exceptional customer service, which have been nurtured over a long period of time, are capabilities which can be leveraged into new, larger markets in the non-bank lending sector.

How does Nimble attract customers?

A brand focused on optimising the cost effectiveness of its customer acquisition

Nimble predominantly distributes its products by directly reaching prospective customers. We deploy a holistic approach to marketing focused on short-term performance (customer acquisition and retention) and long-term brand building and engagement.

Nimble has a proven track record in its direct-to-consumer strategy. The strength and awareness of the Nimble brand is key to Nimble's success in acquiring customers.

The direct distribution channel involves:

- Paid search (brand and generic) which delivers the highest volume of new loans each month and is optimised daily using GA360 and other tools to drive down cost per acquisition;
- Direct to site visits (where a customer types Nimble.com.au in their browser) which run a close second to paid search in terms of new loan delivery, a testament to the ongoing commitment Nimble has made in brand-building activity over time in metro and regional TV and radio and, more recently, in digital video (YouTube);
- An ongoing focus to optimise the cost-effectiveness of Nimble's organic search footprint and other customer acquisition channels;

	• Use of affiliates and aggregators, such as Finder, complement our acquisition channels and represents one of the largest opportunities for growing the Nimble customer base;
	• Ongoing funnel optimisation and removal of customer journey friction points is important in improving conversion rates and maximising the benefit of every dollar invested in driving customers to site;
	• Through authorised representatives of education partners of Nimble who are accredited to distribute the ZeeFi credit products;
	• Other channels include:
	    ○ Digital display (Google Display Network);
	    ○ Social media advertising, including Facebook and Instagram; and
	    ○ Content marketing.

How does Nimble assess and manage risk?	**Sophisticated risk management capabilities** Nimble's risk management framework has been established with a view to maintaining a suitable set of controls which can scale with Nimble's growth and expansion into new products. Nimble's business model relies upon the successful operation and oversight of its risk management and regulatory compliance framework. That framework includes a series of policies, systems, technology interfaces, procedures and standards. Nimble utilises various governance committees for structured decisioning, direction and oversight of performance and risk management.
What is Nimble's track record of underwriting performance?	**Resilient business model with favourable loss experience** From FY14 through FY23, Nimble experienced a loss rate of principal and scheduled fees net of actual and expected recoveries of only 2.7%. Nimble's credit decisioning facilitated via a foundational risk engine, has generated positive and consistent results over a long duration of time. Nimble demonstrated and tested the capability of its credit risk management framework and resilience of its loan book portfolio throughout the COVID-19 period. Nimble also anticipates that as it transitions into diverse, seemingly less risky markets, the creditworthiness of customers has the potential to improve and in turn, lead to a decrease in loss rates.
What is Nimble's technology platform?	**Flexible and scalable technology platforms** Nimble operates the New Credit Products on various adaptable technology platforms that allow efficient responses to market opportunities. In respect of its SACC and MACC products, Nimble has invested significant resources over time to develop a technology platform and systems with proprietary technology and analytics, which aggregate and analyse multiple data points in the credit decisioning and assessment process. In respect of Nimble AnyTime, Nimble has integrated a number of third-party service providers into those technology platforms which assist throughout the entire customer journey, such as: • **Mambu**: provider of a software-as-a-service banking platform, and the framework on which the Nimble AnyTime product is built, held and serviced; • **EML**: provider of a virtual card program and distributor of Mastercard products; • **Zepto Payments**: provider of the platform to enable repayments from customers; • **Illion**: provider of credit reporting bureau services and automated bank feed aggregation services. The ZeeFi credit products will also soon be integrated into the above technology platforms. Continued investment into its technology platforms allows Nimble to unlock value through the use of APIs, data and machine learning. Specifically, Nimble can leverage its existing capabilities and intellectual property across its various platforms with the aim of generating a valuable point-of-difference in a market where more traditional credit providers may be constrained from making technological changes.

Who are Nimble's competitors?

Targeting a large and diverse market

The Australian consumer credit industry is wide and varied, with many different types of lenders. Nimble considers its main competitors in respect of its products to be:

- **Traditional lenders:** retail banks, credit unions and building societies.
- **Non-bank lenders**: institutions other than authorised deposit taking institutions that offer credit products to consumers. Examples of such lenders in Australia are Latitude Financial and Pepper Money.
- **FinTech lenders**: there are a subset of non-bank lenders which focus on technology and the digital provision of credit products, and/or directly compete with ZeeFi. Examples of such lenders in Australia are MoneyMe, Credit Corp, Jacaranda and Payright.

How does Nimble generate revenue?

Resilient historical financial profile

Nimble generates revenue through charging customers interest and fees for the provision of its credit products, and Payment Assist. Costs are incurred in the provision of those products, including financing costs, credit losses, customer acquisition costs and other operational costs.

How does Nimble fund its business operations?

Poised to take advantage of major industry trends

Nimble funds its business operations through a combination of cash and existing secured debt facilities.

Who is Nimble's senior management?

Proven executive leadership team

Commercial wisdom	Platform and product expert	Legal and regulatory expert	Operations and credit expert
			
Grant Mackenzie	**Lorraine Mitchell**	**Jake Tiver**	**Peter Stephenson**
Chief Executive Officer and Chief Financial Officer	*Head of Technology*	*Head of Legal and Compliance and Company Secretary*	*Chief Operating Officer*
• With over 20 years international experience leading global consumer brands, raising capital and overseeing investment, finance and shareholder engagement, Grant is the vision behind the innovation, progress and product diversification at Nimble.	• With extensive experience in IT, managing teams and projects across all areas of technology, Lorraine oversees the entire funnel, system functionality and capabilities of our IP, bringing the convenience of Nimble's product offering to life through our state-of-the-art technology platform.	• Boasting extensive corporate law experience working for well-known FMCG businesses and in-house legal counsel roles, Jake is an expert in the finance sector, and the Nimble company secretary overseeing all compliance, risk and regulatory obligations, as well as the fraud and cyber security division at Nimble.	• Highly regarded corporate banking executive, with diverse experience across tier one lenders, Peter oversees the daily operations, data, credit, risk management, marketing and human resources for the business, with a focus on performance and profitability

Who are Nimble's directors?	Experienced board of directors	
Financial services and technology professional	**Banking and risk professional**	**Investment banking professional**
 **Graeme Wilson**	 **Ben Edney**	 **Andrew Kearnan**
Non-executive Director and Chairman	*Non-executive Director*	*Non-executive Director*
• experienced director and executive, with extensive experience in the financial services, health and telecommunications sectors • key expertise includes involvement in IPOs, mergers and acquisitions and business transformation and change management • previous positions include senior executive roles at HealthNet Investments, Orion Health Limited and iSoft Group, in addition to his extensive board experience	• accomplished executive with over 30 years' domestic and international experience with NAB and KPMG in advisory, risk and restructuring • background in finance, risk and capital management • managing director of Lempriere Capital, a non-executive director of Bank of Sydney and Chair of Williams Holdings Limited	• executive and director with extensive experience in corporate finance and capital markets • has held executive and board positions at leading financial services institutions including Bank of America Merrill Lynch, CBA and Hollard Insurance. Andrew is currently a director of Teachers Mutual Bank, PetSure and UniMutual • consistently rated as one of Australia's top equity research analysts in the Australian financial services sector

Key financial and performance metrics

Title	Summary
What is Nimble's pro-forma historical financial performance and key performance indicators?	**Selected key performance indicators** A select summary of Nimble's historical financial information and key performance indicators is set out below. This information should be read in conjunction with the assumptions as well as the key risks set out in section 4.

	FY20	FY21	FY22	FY23
Revenue	$45.6m	$25.3m	$26.0m	$29.3m
Gross loan book	$28.0m	$32.9m	$38.2m	$46.7m
Active customers	20.7k	24.5k	23.1k	24.2k
NPAT	$2.5m	($5.5m)	($3.6m)	($0.9m)

Notes:

- FY21 NPAT reflects the significant impacts of COVID-19 and costs attributed to rebuilding the gross loan book after COVID-19, the pace of which was slower than expected due to the additional lockdowns imposed in various states from time to time; and
- FY23 reflects a gross loan book with a lower composition of SACC than has historically been the case (and a greater proportion of the New Credit Products), and the acquisition of the ZeeFi business (with ZeeFi originations occurring from December 2023).

Details of the Entitlement Offer

1 The Entitlement Offer

1.1 What is the Entitlement Offer?

Nimble intends to raise up to approximately $5.15 million under the Entitlement Offer through the issue of approximately 103 million New Shares. Under the Entitlement Offer, each Eligible Shareholder is entitled to subscribe for 1 New Share for every 1 existing Share held on the Record Date. The Offer Price for each New Share is $0.05, which is payable in full on Application. The pricing of the Entitlement Offer is intended to be attractive enough to encourage all Shareholders to participate, and has been determined having regard to a range of factors, including economic and capital market conditions, the impact of the recent legislative changes impacting SACC products, and the general performance of the business.

The Entitlement Offer is not underwritten. Entitlements are renounceable and will be transferrable off-market, and are otherwise transferrable in the Shortfall Bookbuild (described below). This provides Eligible Shareholders the opportunity to sell some or all of their Entitlements in order to realise value for those Entitlements ahead of the Shortfall Bookbuild. It is the responsibility of purchasers of Entitlements to inform themselves of the criteria for exercise. If holders of Entitlements do not meet the criteria for an Eligible Person, they will not be able to exercise the Entitlements. In the event that holders are not able to take up their Entitlements, those Entitlements will lapse and be offered for sale at the Offer Price in the Shortfall Bookbuild (in which case, holders will receive no value or payment for them).

Eligible Shareholders who do not take up (or otherwise sell or transfer) their Entitlement (in full or in part) or whose Application is not supported by cleared funds (**Renouncing Shareholders**) will be deemed to have renounced their Entitlement (or that part of their Entitlement that they have not taken up or sold) and those renounced Entitlements will be transferred and potentially sold through the Shortfall Bookbuild. The Shortfall Bookbuild will be conducted at the Offer Price and, as such, will be a bookbuild as to volume only. Eligible Shareholders should note that if they renounce all or part of their Entitlement, their percentage shareholding in Nimble will be diluted to the extent of their non-participation in the Entitlement Offer. New Shares issued under the Entitlement Offer will be fully paid ordinary shares in the capital of Nimble and will rank equally with all existing Shares. The rights and liabilities attaching to Shares are set out in Nimble's constitution and are regulated by the Corporations Act and the general law.

The number of New Shares to which you are entitled is shown on the accompanying personalised Application Form. Fractional entitlements to New Shares have been rounded up to the nearest whole number of New Shares. If you have more than one registered holding of Shares, you will be sent more than one personalised Application Form and you will have separate Entitlements for each separate holding.

Eligible Shareholders who take up all of their Entitlement can also apply for Additional New Shares under the Shortfall Facility. Where there are Additional New Shares available under the Shortfall Facility, then the Board may, at its discretion, determine to issue some or all of those Additional New Shares to sophisticated and professional investors that apply for New Shares under the Placement.

1.2 Who are Eligible Shareholders?

The Entitlement Offer is only open to Eligible Shareholders, being each person who on the Record Date:

- is registered as a Shareholder;
- has an address in Australia, Luxembourg, Spain or Thailand, as recorded on Nimble's share register; and
- is not in the United States and is not acting for the account or benefit of a person in the United States.

1.3 What is the purpose of the Entitlement Offer?

Eligible shareholders should thoroughly consider the matters set out in sections 1.3 and 4 of this Offer Document to understand how the proceeds raised under the Entitlement Offer will be allocated, and the factors which may influence that allocation. The Entitlement Offer is intended to raise funds for the following purposes:

- to redeem the Class B Notes;
- to fund the Exchange Put Price;
- to enable Nimble to pursue its growth strategy and originate credit products including the New Credit Products;
- to strengthen the balance sheet and for general working capital; and
- to meet the estimated costs of the Entitlement Offer.

1.4 Is the Entitlement Offer underwritten?

No, the Entitlement Offer is not underwritten. However, Eligible Shareholders may be able to subscribe for Additional New Shares under the Shortfall Facility (see section 1.5 below) and any Additional New Shares may, at the Board's discretion, be placed to sophisticated or professional investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act) who are not existing Shareholders under the Placement (see section 1.6 below).

1.5 What is the Shortfall Facility?

A Shortfall Facility will allow Eligible Shareholders who have taken up their Entitlement in full to apply for Additional New Shares, being the New Shares that have been initially offered to Eligible Shareholders under the Entitlement Offer and have not been taken up (or sold) by them. As the Shortfall Bookbuild will be conducted at the Offer Price, Renouncing Shareholders will not receive any value or payment for any Shortfall Bookbuild Shares sold via the Shortfall Bookbuild. Any Application Monies received for more than your full Entitlement will be treated as applying for as many Additional New Shares as it will pay for in full at the Offer Price.

- The Shortfall Facility has the same Offer Price and Closing Date as the Entitlement Offer.
- If scaling back occurs, Application Monies in relation to Additional New Shares applied for but not issued will be refunded to the Applicant as soon as practicable following the Payment Date, without interest.
- There is no guarantee that any Application under the Shortfall Facility will be successful and the Board reserves the right to issue any Additional New Shares under the Shortfall Facility at its absolute discretion. The Board will seek to adopt an allocation method that does not unfairly favour some Eligible Shareholders over others and the decision as to the number of Additional New Shares to be to be allocated to an Applicant will be final and binding.
- Nimble will not issue Additional New Shares under the Shortfall Facility where to do so would result in a breach of its constitution or the Corporations Act.
- Additional New Shares will rank equally in all respects with existing Shares from the date of their issue.

Investors who acquire Entitlements privately and are not Eligible Shareholders on the Record Date are not entitled to make an Application for Additional New Shares under the Shortfall Facility but may be able to participate through the Placement (see section 1.6).

When an Eligible Shareholder applies for Additional New Shares, they must have regard to section 606 of the Corporations Act in respect of their shareholding. Nimble reserves the right to reject or scale back any application for Additional New Shares which it considers may result in breach of section 606 of the Corporations Act.

Nimble has sought from ASIC, but not yet received, relief to enable Nimble and Eligible Shareholders to rely on the exemption in item 10 of section 611 of the Corporations Act in relation to an allotment and issue of Additional New Shares under the Shortfall Facility. Accordingly, if ASIC relief is received prior to the allotment and issue of Additional New Shares under the Shortfall Facility, Eligible Shareholders will be able to rely on the Rights Issue Exception in item 10 of section 611 of the Corporations Act in respect of an Application under the Entitlement Offer, including an application for Additional New Shares under the Shortfall Facility. However, if ASIC relief is refused or otherwise not received prior to the allotment and issue of Additional New Shares under the Shortfall Facility, no Eligible Shareholder will be permitted to acquire Additional New Shares under the Shortfall Facility to the extent Nimble considers (acting reasonably) that doing so would result in a contravention of the takeovers limits in section 606 of the Corporations Act (in circumstances where an exception in section 611 of the Corporations Act does not apply). Further details in relation to the takeover limits and the effect of the Entitlement Offer on the control of Nimble are set out in section 3.3 of this Offer Document.

1.6 What is the Placement?

Where there are Additional New Shares available under the Shortfall Facility, then sophisticated and professional investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act) who are not existing Shareholders may be afforded the opportunity to apply for New Shares under the Placement.

The Placement has the same Offer Price as the Entitlement Offer and the Shortfall Facility and New Shares may be placed and allocated by Nimble under the Placement at any time up to and including the Closing Date.

The Board reserves the right to issue Shares or other securities of the Company under a placement at its absolute discretion.

1.7 What are the taxation implications of participating in the Entitlement Offer?

Eligible Shareholders should be aware that there may be taxation implications of participating in the Entitlement Offer and subscribing for Additional New Shares under the Shortfall Facility. These taxation consequences may vary depending on the individual circumstances of each Shareholder.

Eligible Shareholders should consult their own professional taxation adviser to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances. Neither Nimble, nor any of its directors, officers, employees, agents or advisors accepts any liability or responsibility with respect to taxation consequences connected with participating in the Entitlement Offer or subscribing for Additional New Shares under the Shortfall Facility or Placement.

1.8 Can the terms of the Entitlement Offer be varied?

Nimble reserves the right, at its discretion, to vary all or part of the Entitlement Offer or withdraw the Entitlement Offer at any time, subject to the Corporations Act and any other law or regulation to which Nimble is subject.

2 How to participate

2.1 What are my choices?

If you are an Eligible Shareholder, you may either:

1. take up all of your Entitlement;
2. take up all of your Entitlement and apply for Additional New Shares under the Shortfall Facility;
3. take up part of your Entitlement (and renounce the balance);
4. sell all or part of your Entitlement; or
5. take no action, in which case you will be deemed to have renounced your Entitlement (and those renounced Entitlements will be transferred and offered for sale in the Shortfall Bookbuild).

2.2 What is my Entitlement?

The number of New Shares that comprise your Entitlement is set out on your personalised Application Form accompanying this Offer Document. Eligible Shareholders who take up all of their Entitlement may also apply for Additional New Shares under the Shortfall Facility.

2.3 How can I apply?

Eligible Shareholders may apply for New Shares under the Entitlement Offer by completing the Application Form accompanying this Offer Document and sending it to Nimble, and making payment of the Application Monies, by no later than the Closing Date. There is no minimum subscription under the Entitlement Offer.

If you are an Eligible Shareholder and wish to take up all or part of your Entitlement:

- read this Offer Document in full;
- consider the risks associated with the Entitlement Offer, as summarised in section 4 of this Offer Document, in light of your personal circumstances;
- decide whether to participate in the Entitlement Offer; and
- apply for New Shares and make payment of the Application Monies by the Closing Date by the method described in this Offer Document.

Until New Shares are issued, Nimble will hold the Application Monies in a bank account in Australia. Any interest accrued on Application Monies will be retained by Nimble and will not be paid to the relevant Eligible Shareholder, including if the Entitlement Offer is cancelled or withdrawn.

2.4 How do I make payment?

The Application Monies are payable in full and must be received by the Closing Date, using the instructions set out in your personalised Application Form. Shareholders should be aware of the time required to process payments by electronic funds transfer.

Payment will only be accepted in Australian currency and must be paid by electronic funds transfer. Please include your name in the payment details, so Nimble can cross reference the payment to you. Cash will not be accepted. Receipts for payment will not be issued.

If you wish to apply for Additional New Shares under the Shortfall Facility, make a payment for the total Application Monies payable in relation to Entitlement and any Additional New Shares that you apply for. Any surplus Application Monies received for more than your final allocation of New Shares and any Additional New Shares will be refunded. Any Application Monies received for more than your full Entitlement will be treated as applying for as many Additional New Shares as it will pay for in full at the Offer Price.

If you provide insufficient funds to pay in full for the number of New Shares and any Additional New Shares you have applied for in your Application Form, you may be taken by Nimble to have applied for such lower number of New Shares and any Additional New Shares as your cleared Application Monies will pay for. Alternatively, Nimble reserves the right to reject your Application.

No interest will be paid to Applicants on any Application Monies received or refunded.

2.5 Can I sell or transfer my Entitlement?

Yes. The Entitlement Offer is renounceable and Eligible Shareholders may sell or transfer their Entitlement to another person. Responsibility for any sale or transfer of an Entitlement rests with Eligible Shareholders. If you do not take up all of your Entitlement, or do not sell or transfer your Entitlement, any part of your Entitlement not taken up will lapse for no value on the Closing Date and may, at the discretion of the Board, be allocated to another person who applies for Additional New Shares under the Shortfall Facility.

If you wish to transfer all or part of your Entitlement, you must return a completed Renunciation and Acceptance Form to Nimble. If the transferee wishes to take up all or some of the Entitlements transferred to them, they must send their Application Monies together with the Application Form related to those Entitlements transferred to them, to Nimble.

You can obtain a Renunciation and Acceptance Form from Nimble by emailing legal@nimble.com.au during the Entitlement Offer period.

The Renunciation and Acceptance Form, as well as the transferee's Application Monies and the Application Form related to the Entitlements transferred to them (if they elect to take up the Entitlements transferred to them), must be received by Nimble by the Closing Date.

If Nimble receives both a completed Renunciation and Acceptance Form and an application for New Shares in respect of the same Entitlement, the transfer will be given effect in priority to the Application.

If you wish to transfer part of your Entitlement and renounce the balance, follow the procedures above in respect of the part of your Entitlement you wish to transfer, and do nothing in respect of the balance.

Prices obtainable for Entitlements may rise and fall over the Entitlement Offer period and will depend on many factors including the demand for and supply of Entitlements and the value of Shares relative to the Offer Price. If you sell your Entitlement during the Entitlement Offer period, you may receive a higher or lower price than an Eligible Shareholder who sells their Entitlement at a different time in the Entitlement Offer Period, or to a different person.

If you sell your Entitlement, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up that Entitlement. Your percentage shareholding in Nimble will also be diluted.

You may only transfer your Entitlement in this way to a purchaser whose address is in Australia, or who otherwise meets the criteria for being an Eligible Person (other than in respect of being a holder of an Entitlement). Persons in the United States and persons acting for the account or benefit of a person in the United States will not be eligible to purchase Entitlements or take up Entitlements purchased. You should inform any transferee of these restrictions.

Nimble assumes no responsibility and disclaims all liability (to the maximum extent permitted by law) to you if you trade your Entitlement before the Entitlements are allotted, or before you receive your personalised Application Form, whether on the basis of confirmation of the allocation provided by Nimble or the Share Registry or otherwise or who otherwise trades or purports to trade Entitlements in error or which they do not hold or are not entitled to.

It is the responsibility of purchasers of Entitlements to inform themselves of the criteria for exercise. If holders of Entitlements after the end of the trading period do not meet the criteria for an Eligible Person, they will not be able to exercise the Entitlements. In the event that holders are not able to take up their Entitlements, those Entitlements will lapse and will be offered for sale at the Offer Price through the Shortfall Bookbuild (in which case, holders will receive no value for them).

2.6 How do I apply for Additional New Shares under the Shortfall Facility?

Eligible Shareholders who take up their full Entitlement can also apply for Additional New Shares under the Shortfall Facility, subject to the Application Form and Application Monies being received by Nimble by the Closing Date.

To apply for Additional New Shares under the Shortfall Facility, you should complete the relevant section on your Application Form and make a payment for the total Application Monies payable in relation to Entitlement and any Additional New Shares that you apply for.

If more Additional New Shares are applied for than are available under the Shortfall Facility, Nimble will scale back those Applications for Additional New Shares under the Shortfall Facility at its absolute discretion and excess Application Monies will be refunded without interest.

2.7 What if I do nothing?

If you do not take up (or otherwise sell or transfer) your Entitlement, you will be deemed to have renounced your Entitlement (and those renounced Entitlements will be transferred and offered for sale in the Shortfall Bookbuild). The New Shares representing your Entitlement may be subscribed for by Eligible Shareholders who apply for Additional New Shares under the Shortfall Facility. As the Shortfall Bookbuild will be conducted at the Offer Price, you will not receive any value or payment for Entitlements sold via the Shortfall Bookbuild.

Existing Shareholders' interests will be diluted on issue of the New Shares if they do not take up their Entitlement under the Entitlement Offer.

2.8 Can I withdraw an Application?

You cannot, in most circumstances, withdraw your Application once it has been accepted. Cooling off rights do not apply to an investment in the New Shares and any Additional New Shares.

2.9 Implications of making an Application

A completed and lodged Application Form constitutes a binding offer to acquire New Shares and any Additional New Shares on the terms and conditions set out in this Offer Document and the accompanying Application Form and to make payment to Nimble of the requisite Application Monies on or before the Closing Date. If the Application Form is not completed correctly, it may still be treated as a valid Application. Nimble's decision whether to treat an Application as valid and how to construe, amend or complete an Application Form, is final.

By completing and returning your Application Form, you will be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- you will pay the requisite Application Monies on or before the Closing Date;
- you are (or the person on whose account you are acting is) an Eligible Shareholder or otherwise eligible to participate in the Entitlement Offer;
- if you are outside Australia, you are a person to whom an offer and issue of New Shares and any Additional New Shares may be made outside Australia without registration, qualification, lodgement or approval of a formal disclosure document or other filing or formality in accordance with the laws of that foreign jurisdiction;
- you are not in the United States or acting for the account or benefit of a person in the United States, and are not otherwise a person to whom it would be illegal to make an offer of or issue of New Shares under the Entitlement Offer and under any applicable laws and regulations;
- you understand that the Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia. Notwithstanding the foregoing, the Entitlements and the New Shares may not be taken up by persons who are and are acting for the account or benefit of, a person in the Unites States. New Shares may be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction in the United States;
- you are subscribing for or purchasing Entitlements or New Shares in an offshore transaction (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;

- you and each person on whose account you are acting have not and will not send any materials, or copies thereof, relating to the Entitlement Offer to any person in the United States or any other country outside Australia;
- you acknowledge that you have read and understand this Offer Document and your Application Form in their entirety;
- you agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Document and Nimble's constitution;
- you authorise Nimble to register you as the holder of New Shares and any Additional New Shares allotted to you;
- you declare that all details and statements in your Application Form are complete and accurate;
- if you are a natural person, you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under your Entitlement and that after Nimble receives your Application Form, you may not withdraw your Application or Application Monies except as allowed by law;
- you agree to apply for and be issued up to the number of New Shares and any Additional New Shares you have specified in your Application Form at the Offer Price;
- you authorise Nimble, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares and any Additional New Shares to be issued to you, including to act on instructions of the Share Registry on using the contact details set out in your Application Form;
- you declare that you were the registered holder at the Record Date of the Shares indicated on your Application Form as being held by you on the Record Date;
- you acknowledge that the information contained in this Offer Document and your Application Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- you acknowledge the statement of risks in section 4 of this Offer Document and that investments in Nimble are subject to risk;
- you acknowledge that none of Nimble, or its respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Nimble, nor do they guarantee the repayment of capital;
- you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- you authorise Nimble to correct any errors in your Application Form or other form provided by you;
- you represent and warrant that the law of any place does not prohibit you from being given this Offer Document and your Application Form, nor does it prohibit you from making an Application for New Shares and that you are otherwise eligible to participate in the Entitlement Offer;
- if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in compliance with Nimble's constitution, the Corporations Act, and otherwise transactions exempt from, or not subject to, the registration requirements of the US Securities Act; and
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Application Form is resident in Australia and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Offer Document, the Application Form or any information relating to the Entitlement Offer to any such person

3 Effect of the Entitlement Offer

3.1 Effect on capital structure

The effect of the Entitlement Offer on the capital structure of Nimble is set out in the table below.

Shares	Number
Shares on issue as at date of this Offer Document	103,001,450
New Shares offered under the Entitlement Offer	103,001,450
Total Shares on issue following completion of the Entitlement Offer	206,002,900

Notes: For the purpose of this table, it is assumed that:

- all New Shares offered under the Entitlement Offer will be issued;
- no existing warrants or options issued by Nimble are exercised prior to the issue of Shares under the Entitlement Offer; and
- no Shares issued under the Employee Share Plan are subject to compulsory divestiture prior to the issue of Shares under the Entitlement Offer.

3.2 Potential dilution if you do not participate

You should note that if you do not participate in the Entitlement Offer, your holdings may be diluted as a result of the Entitlement Offer by as much as approximately 50% on the issue of New Shares (assuming all New Shares offered under the Entitlement Offer are issued).

The following are examples of how any dilution may impact you if you do not participate in the Entitlement Offer, assuming all New Shares offered under the Entitlement Offer are issued:

Holder	Holding as at Record Date	% at Record Date	Entitlement	Holding if Entitlement not taken up	% post Entitlement Offer, if not taken up
Shareholder 1	20,000,000	21.00%	20,000,000	20,000,000	9.71%
Shareholder 2	10,000,000	10.50%	10,000,000	10,000,000	4.85%
Shareholder 3	5,000,000	5.25%	5,000,000	5,000,000	2.43%
Shareholder 4	2,000,000	2.10%	2,000,000	2,000,000	0.97%
Shareholder 5	1,000,000	1.05%	1,000,000	1,000,000	0.49%

Notes:

- If some New Shares offered under the Entitlement Offer are not issued, the dilution effect for each Shareholder not accepting their Entitlement will be a lesser percentage.
- The table takes into account the issue of Shares that has occurred under the Employee Share Plan. (See section 3.3 of this Offer Document for further information regarding the impact of the plan Shares on Voting Power).
- If the Board determines to pursue, separate from the Entitlement Offer, any additional fundraising activity, then this may also result in additional dilution.

3.3 Effect on control

As at the date of this Offer Document, Nimble is of the view that there is no one Shareholder who controls Nimble.

The top two Shareholders of Nimble as at the date of this Offer Document are as follows:

Shareholder name	Holding as at the date of this Offer Document	% Holding	Voting Power (including associates)	% Voting Power (including associates)*
Enares Pty Ltd	15,604,702	16.39%	19,967,202	20.65%
Van Diemens Land Finance Pty Ltd <Agile Investment A/C>	14,546,599	15.27%	18,889,156	19.83%

*Voting Power percentage in the above table may reduce over time as a result of:

- any vesting of Shares issued under the Employee Share Plan (and the repayment of the relevant loan in relation thereto). This is because a participant of the Employee Share Plan may only exercise its voting rights attached to the plan Shares if the Shares have vested and the employee has fully repaid the relevant loan in connection with the Shares issued under the plan. Accordingly, as at the Date of this Document, there are 95,234,783 shares to which voting rights are attached;
- the participation in the Entitlement Offer by participants of the Employee Share Plan; and
- the Board determining to pursue, separate to the Entitlement Offer, any additional fundraising activity.

The potential effect the Entitlement Offer will have on the control of Nimble, and the consequences of that effect, will depend on a number of factors, including the extent to which Eligible Shareholders take up their Entitlements. The primary consequences are that:

- if all Eligible Shareholders take up their Entitlement to New Shares, the Entitlement Offer would have no effect on the control of Nimble because Eligible Shareholders will continue to hold the same percentage interest in Nimble; and
- if some Eligible Shareholders do not take up their full Entitlement, such Shareholders' Voting Power would be diluted relative to those who take up their full Entitlement.

When determining the Offer Price under the Entitlement Offer, the Board gave consideration to making the Entitlement Offer as attractive as possible to current Shareholders to minimise the likely amount of the Shortfall Facility. The pricing of the Entitlement Offer is intended to be attractive enough to encourage all Shareholders to participate, and has been determined having regard to a range of factors, including economic and capital market conditions, the impact of the recent legislative changes impacting SACC products, and the general performance of the business.

Under section 606 of the Corporations Act, a person cannot acquire a relevant interest in the issued voting shares of a company if, because of a transaction in relation to securities of that company, a person's Voting Power in the company increases from 20% or below to more than 20% (or from a starting point that is above 20% and below 90%). The table below indicates that, if Nimble's top two Shareholders take up their own Entitlement and Additional New Shares under the Shortfall Facility, it may result in those Shareholders increasing their Voting Power from 20% or below to more than 20% (or from a starting point that is above 20% and below 90%). There are certain exceptions to section 606 of the Corporations Act. Item 10 of section 611 of the Corporations Act (**Rights Issue Exception**) provides an exception for an acquisition pursuant to a rights issue if the following conditions are satisfied:

- the company offers to issue securities to every person who holds securities in a particular class on a pro rata basis;
- all of those persons have a reasonable opportunity to accept the offers made to them;
- agreements to issue are not entered into until the closing date of the offer; and
- the terms of all offers are the same.

Nimble seeks to make the Entitlement Offer to all Shareholders and has extended the Entitlement Offer to foreign Shareholders with registered addressed in Luxembourg, Spain and Thailand such that all Shareholders at the date of this Offer Document are Eligible Shareholders for the purposes of the Entitlement Offer. Accordingly, Nimble and Eligible Shareholders may rely on the Rights Issue Exception in respect of an Application for New Shares comprising their Entitlement.

In addition, Nimble has sought, but not yet received, from ASIC relief to enable Nimble and Eligible Shareholders to rely on the Rights Issue Exception in relation to any allotment and issue of Additional New Shares under the Shortfall Facility. Accordingly, if ASIC relief is received prior to the allotment and issue of Additional New Shares under the Shortfall Facility, Eligible Shareholders may also rely on the Rights Issue Exception in respect of an Application for Additional New Shares under the Shortfall Facility.

The following table shows the number of Shares each of the top two Shareholders has a relevant interest in and their approximate Voting Power (in each case including interests held by associates), after completion of the Entitlement Offer. The table assumes full participation by each of the top two Shareholders (and their associates) in respect of their Entitlement and the Shortfall Facility. It shows the impact on their position across three different scenarios (with different levels of acceptances by other Eligible Shareholders in respect of their Entitlements). The actual effect on control will depend on the level of subscription by Eligible Shareholders under the Entitlement Offer.

Shareholder (including associates)	Current interest		A. 100% take up of Entitlements		B. 50% take up of Entitlements		C. No take up of Entitlements	
	Relevant interest	Voting Power	Relevant interest	Voting Power	Relevant interest	Voting Power	Relevant interest	Voting power
Enares Pty Ltd	19,667,202	20.65%	39,334,004	19.09%	55,770,363	27.07%	72,206,721	35.05%
Van Diemens Land Finance Pty Ltd <Agile Investment A/C>	18,889,156	19.83%	37,778,312	18.34%	53,564,599	26.00%	69,350,887	33.67%
TOTAL	**38,556,358**	**40.49%**	**77,112,316**	**37.43%**	**108,360,262**	**53.07%**	**139,607,608**	**68.72%**

Notes:

- No Shareholder, including the top two Shareholders, has made a binding commitment to subscribe for New Shares. The impact on the Shareholdings of the top two Shareholders (and their associates) is set out in the table above is therefore a hypothetical scenario, on the alternative assumptions that:
  - A. 100% take up of Entitlements by all Shareholders (and therefore no Additional New Shares available under the Shortfall Bookbuild).
  - B. There is a 50% take up of Entitlements by Shareholders other than the top two Shareholders (and their associates) and the top two Shareholder (and/or their associates) take up their full Entitlements and all Additional New Shares offered under the Shortfall Facility are issued (on a pro rata basis to all Shareholders who participated in the Entitlement Offer).
  - C. There is no take up of Entitlements by Shareholders other than the top two Shareholders (and their associates) and the top two Shareholders (and/or their associates) take up their full Entitlements and all Additional New Shares offered under the Shortfall Facility are issued (on a pro rata basis to the top two Shareholders (and/or their associates)).
- If Eligible Shareholders (other than the named Shareholder group) take up Additional New Shares under the Shortfall Facility and/or Additional New Shares are issued to sophisticated and professional investors who are not existing Shareholders under the Placement, the number and percentage holdings of the named Shareholder group will be lower than indicated in the table.
- Voting Power percentage in the above table may reduce over time as a result of:
  - any vesting of Shares issued under the Employee Share Plan (and the repayment of the relevant loan in relation thereto). This is because a participant of the Employee Share Plan may only exercise its voting rights attached to the plan Shares if the Shares have vested and the employee has fully repaid the relevant loan in connection with the Shares issued under the plan. Accordingly, as at the Date of this Document, there are 95,234,783 shares to which voting rights are attached; and
  - the participation in the Entitlement Offer by participants of the Employee Share Plan;
  - the table assuming that no existing warrants or options issued by Nimble are exercised prior to the issue of Shares under the Entitlement Offer (and therefore more Shares being on issue in the event they are exercised); and
  - the Board determining to pursue, separate to the Entitlement Offer, any additional fundraising activity.

When an Eligible Shareholder applies for Additional New Shares, they must have regard to section 606 of the Corporations Act in respect of their shareholding. Nimble reserves the right to reject or scale back any Application for Additional New Shares which it considers may result in breach of section 606 of the Corporations Act.

Other than the top two Shareholder groups referred to above, Nimble is not aware of any other Eligible Shareholder at risk of exceeding the 20% Voting Power threshold as a result of taking up its Entitlement or applying for Additional New Shares under the Shortfall Facility.

3.4 Effect on financial position

Completion of the Entitlement Offer will result in an increase in cash reserves of up to $5,150,072.50 (before the payment of costs associated with the Entitlement Offer). Eligible shareholders should thoroughly consider the matters set out in sections 1.3 and 4 of this Offer Document to understand how the proceeds raised under the Entitlement Offer will be allocated.

The audited consolidated balance sheet as at 30 June 2023 and the audited pro-forma consolidated balance sheet as at 30 June 2023 shown below reflect the changes to its financial position.

The pro-forma consolidated balance sheet has been prepared, assuming:

- the issue of all New Shares offered under the Entitlement Offer at the Offer Price;

- the estimated costs of the Entitlement Offer being approximately $100,000;
- no other interim material adjustments are considered for the pro-forma balance sheet.

The pro-forma consolidated balance sheet has been prepared to provide investors with information on the assets and liabilities of Nimble and pro-forma assets and liabilities of Nimble as noted below. The historical and pro-forma financial information is presented in an abbreviated form, as it does not include all of the disclosures required by Australian Accounting Standards applicable to audited or audit reviewed financial statements.

Set out in Annexure A is Nimble's audited financial report for the year ended 30 June 2023.

Pro Forma balance sheet

	Audited Balance as at 30 June 2023	Audited Entitlement Offer adjustments	Audited Pro-forma balance as at 30 June 2023
Assets			
Cash and cash equivalents	7,744	5,050	12,794
Loan receivables	34,867		34,867
Other assets	1,000		1,000
Property, plant and equipment	402		402
Right-of-use assets	-		-
Deferred tax assets	6,045		6,045
Intangible assets	3,625		3,625
Total Assets	**53,683**	**5,050**	**58,733**
Liabilities			
Trade and other payables	4,309		4,309
Current tax liabilities	-		-
Employee related provisions	927		927
Other provisions	106		106
Lease liabilities	-		-
Borrowings	43,206		43,206
Derivative financial liabilities	1,432		1,432
Total Liabilities	**49,980**	**-**	**49,980**
Net Assets	**3,703**	**5,050**	**8,753**
Share capital	20,417	5,050	25,467
Reserves	854		854
Accumulated losses	(17,400)		(17,400)
Total Equity	**3,871**	**5,050**	**8,921**

4 Key risks

Nimble is subject to risk factors that are both specific to its business activities and of a more general nature. Each of the risks set out below could have a material adverse impact on Nimble's business, financial condition and results of operations. Nimble operates its business with a view to mitigating the likelihood and impact of these risks, however the occurrence or consequences of some risks may be outside the control of Nimble.

- **Implementation of growth strategies**: Nimble's future growth, profitability and cash flows depend on the ability of its management to successfully originate suitable volumes of its credit products. There can be no assurance that Nimble can successfully achieve any or all of these initiatives. There is also a risk that Nimble's New Credit Products will not be successful or will cannibalise the revenues of its existing products to a greater extent than expected.

- **Financing risk**: The funds intended to be raised under the Entitlement Offer are anticipated to be sufficient to meet Nimble's short-term commitments, namely to pay the Exchange Put Price and to redeem the Class B Notes. It should be noted that Nimble is currently in negotiations with the Class A and Class B Financiers in relation to both a deferral of the Exchange Put Price, and an extension of the maturity date of the Class B Notes. To the extent that those negotiations are successful and/or sufficient additional capital is raised, the proceeds will be used in accordance with the purposes set out in section 1.3 of this Offer Document. However, the Board continues to consider, separate to the Entitlement Offer, all viable options and alternative methods for the Nimble Group to ensure its capital requirements continue to be adequate in order to meet its financial commitments. Specifically, additional funding will be required in the future in order for Nimble to effectively implement its growth strategies. For these reasons, the Board is currently contemplating undertaking further fundraising activities potentially in the form of equity and/or debt from existing noteholders and/or third party institutional investors. There can be no assurance that the funding from the Entitlement Offer will not be delayed or sufficient funding, including from any potential third party institutional investors, will be available to Nimble in the future on favourable terms or at all.

- **Profitability**: Nimble is seeking to restore the business to profitability as it refocuses on its existing credit products, and slows its transition to the New Credit Products and a larger and more creditworthy customer segment. It is difficult to forecast with certainty when profitability will be achieved.

- **Customer delinquency and default rates**: There can be no assurance that delinquency and default rates affecting loan receivables will remain at current levels. Any excessive exposure to bad debts as a result of customers failing to repay their financial obligations to Nimble could have an adverse effect on profitability and Nimble may find it more difficult to obtain and retain funding on satisfactory terms.

- **Credit assessment processes**: There is a risk that Nimble's credit risk framework and credit assessment processes may fail or become less effective at accurately assessing credit risk. This could result in Nimble originating loans to customers who do not have the capacity to repay the loan or originating loans in a way that does not effectively balance risk and return through its loan book.

- **Technology disruption or failure**: If Nimble's technology, platforms, systems or products fail or are compromised for any reason it could impact Nimble's ability to trade and satisfy the needs of its customers. Any systemic failure could cause significant damage to Nimble's reputation, its ability to make informed credit decisions, its ability to service customers in a timely manner and its ability to retain existing customers and generate new customers.

- **Legislative and regulatory change**: Nimble is subject to a range of laws, regulations and industry compliance standards which are liable to change with developments in political, regulator and consumer needs and expectations. The consumer finance sector has been subject to a significant period of political and regulatory scrutiny. A change to, or failure to comply with, these laws, regulations and industry compliance standards could adversely impact Nimble's business.

- **Reliance on key personnel**: Nimble's business relies on a number of key executives and officers. Failure to recruit and retain qualified, high performing personnel may impact Nimble's performance.

- **Limited Share liquidity**: Nimble is an unlisted public company and therefore the New Shares will have limited liquidity unless and until the Shares are listed on an exchange. Accordingly, Shareholders may have difficulty identifying persons who have an interest in acquiring Shares. Neither the Company or any other person guarantees that there will be any market for Shares, the Company will be successful, or it will pay any dividends in the future.

- **Other risk factors faced by Nimble**: There are a number of other risks that relate to an investment in Nimble as well as generally to an investment in Shares, including the following:

    - Nimble may not raise the full amount of the proceeds sought under the Entitlement Offer and it may need to take other steps to raise capital.

    - Nimble relies on third-party service providers for critical services and is exposed to the possibility of adverse developments in the business environments of its suppliers.

    - Nimble's marketing and/or distribution channels may not operate effectively or may increase in cost.

    - The consumer finance industry is intensely competitive and subject to rapid and significant change. Nimble faces competition from alternative lending products and competitors in the market.

    - Nimble's New Credit Products may not have high customer appeal.

    - The protection of customer data is critical to Nimble's operations. Exposure to a security or data breach (including from a cyberattack) could have a material adverse effect.

    - Protection of technology, intellectual property and intangible assets.

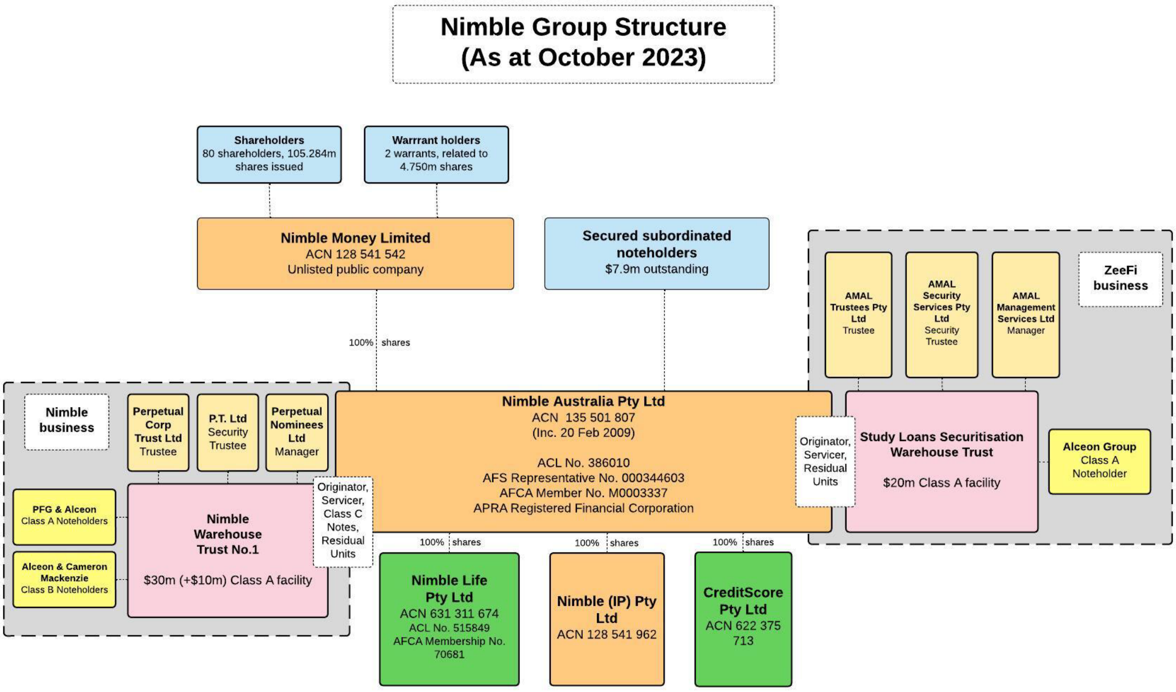
- Breach of covenants or the occurrence of an event of default or amortisation event under Nimble's debt funding arrangements may lead to a loss of funding.
- Nimble may be subject to litigation, claims and disputes or exposed to fraud.
- Nimble's activities are dependent upon the maintenance of appropriate licences and regulatory consents which may be withdrawn or made subject to limitations.
- Brand or reputational damage may result in a decline in the level of customer loyalty and trust.
- Insurance may not be sought, obtainable or adequate for all business risks. In addition, insurance coverage may not be of a sufficient nature or level to provide adequate cover.
- Changes in tax laws and accounting standards could affect financial performance.
- A Shareholder's percentage shareholding in Nimble will be diluted if they do not take up all of their Entitlement or do not participate in future capital raises.
- The Directors do not in the near future intend to pay profits of the Company out in the form of dividends or other distributions but will instead reinvest those amounts into development of the business and to execute the Company's growth strategies. Accordingly, any investment in securities in the Company may not carry with it income returns in the form of dividends or other distributions and any returns will be limited to any capital growth arising from any increase in the price of securities.
- Events may occur within or outside Australia that could impact upon the global, Australian and other local economies, the operations of the Company and the price of the securities. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, water contamination, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and products and its ability to conduct business. The Company has only a limited ability to insure against some of these risks.
- Other investment risk factors or changes in general economic and market conditions could adversely impact the operating and financial performance of Nimble and the value of the Shares.

The above risks are not an exhaustive list of the potential risks faced by Nimble or its Shareholders and are based on an assessment of the probability of the risk occurring, the impact of the risk on the Company should the risk materialise and the Company's ability to mitigate the risk, based on the knowledge of Directors and management as at the date of this Offer Document. You should consider that an investment in Nimble is speculative and should consult your professional advisers before deciding whether to apply for New Shares under the Entitlement Offer.

5 Additional information

5.1 Corporate structure

The following diagram shows the entities in the corporate structure of the Nimble Group as at the date of this Offer Document. Unless otherwise stated all entities are wholly owned by the relevant parent company.



5.2 Capital structure

As at the date of this Offer Document, the Company has the following issued securities:

Type of security	Number of securities
Ordinary shares (including 2,283,333 unvested shares issued under the Employee Share Plan)	105,284,783
Options issued to subscribers of Subordinated Notes	43,354,167
Warrants issued to Nimble's senior financiers	4,750,000
Subordinated Notes	• $650,000 Principal Outstanding of Series 14 Subordinated Notes were issued on 21 December 2021 with a maturity date of 17 December 2024; • $1,250,000 Principal Outstanding of Series 15 Subordinated Notes were issued on 21 December 2021 with a maturity date of 17 December 2024; and • $6,000,000 Principal Outstanding of Series 16 Subordinated Notes were issued on or after 30 December 2022 with a maturity date of 31 December 2025.

5.3 Rights attaching to Shares

The following is a summary of the more significant rights of Shareholders under the terms of the Nimble constitution. This summary is not exhaustive and does not constitute a definitive statement of the rights of shareholders. For full details of the rights attaching to Shares, Eligible Shareholders should refer to Nimble's constitution.

Disposal of Shares

The directors may, if they consider they have just cause for doing so, refuse to register any transfer of shares.

Meeting of members

Section 9 of the Nimble constitution sets out the various requirements in relation to general meetings. Specifically:

- A quorum is 5 members present at a meeting and entitled to vote;
- That a member entitled to vote at a meeting may, in accordance with the Corporations Act, vote in person or by its representative, or by appointing not more than 2 proxies or attorneys; and
- Subject to the Corporations Act, where a general meeting is convened by a person other than the directors, they may cancel or, with the consent of the directors, postpone the meeting prior to the date on which it is to be held.

Dividend rights

The directors may from time to time declare or determine to pay any dividend that, in their judgment, the financial position of the Company justifies.

5.4 Employee Share Plan

As part of its long term incentives, Nimble has established an Employee Share Plan in order to assist in the reward, retention and motivation of key employees and align the interests of employees with those of Nimble's Shareholders.

There are a total of 10,050,000 Shares issued under the Employee Share Plan. An employee who is issued Shares under the Employee Share Plan, and only to the extent those Shares have vested, is an Eligible Shareholder for the purposes of the Entitlement Offer.

The Shares were issued to the key employees and directors for their market value, as determined by the Board, with the purchase price to be lent to the employee under a limited recourse, interest free loan.

Shares issued under the Employee Share Plan are subject to vesting conditions. If the conditions are not met, the Shares will be surrendered in full satisfaction of the loan. The vesting conditions are structured to encourage employees to focus on performance of Nimble over the long term.

Participants may only deal with Shares issued under the Employee Share Plan in accordance with the plan documentation and must make arrangements for the repayment of the loan prior to dealing with a Share. A participant may only attend Shareholders' meetings and exercise voting rights attached to the plan Shares if the Shares have vested and the employee has fully repaid the loan.

5.5 Reconciliation, Top-Up Shares and the rights of Nimble

The Entitlement Offer is a complex process and in some instances, investors may believe that they will own more Shares than they ultimately did as at the Record Date or are otherwise entitled to more New Shares than initially offered to them. If reconciliation is required, it is possible that Nimble may need to issue additional New Shares (**Top-Up Shares**) to ensure that the relevant investors receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

Nimble also reserves the right to reduce the size of an Entitlement or number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders or other applicable investors, if Nimble believes in its complete discretion that their Entitlement claims are overstated or if they or their nominees fail to provide information requested to substantiate their claims. The relevant shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by Nimble in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of Nimble to require any of the actions set out above.

5.6 Notice to trustees, nominees and custodians

Persons who hold Shares as a trustee, nominee or custodian must not:

- distribute this document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Offer;
- purport to accept, or make an application under, the Entitlement Offer in respect of:
    - beneficiaries on whose behalf they hold existing Shares who would not satisfy the criteria for an Eligible Shareholder;
    - any Shareholder that is in the United States, including any Shareholder in the United States for whom the nominee or custodian holds Shares or acts; or
    - Shareholders who are not eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Nimble is not required to determine whether or not any registered holder or investor is acting as a trustee, nominee or custodian or the identity or residence of any beneficial owners of existing Shares or Entitlements. Where any person is acting as a trustee, nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary, including following acquisition of Entitlements, complies with applicable laws. Nimble is not able to provide legal advice.

5.7 Governing law

This Offer Document and the contracts that arise from the acceptance of the Applications and bids under the Offer Document are governed by the laws applicable in Queensland, Australia and each Eligible Shareholder submits to the exclusive jurisdiction of the courts of Queensland, Australia.

5.8 Statement of directors

This Offer Document is authorised by each director of the Company who consents to its lodgement with ASIC and its issue.

5.9 Foreign jurisdictions

This Offer Document does not constitute an offer of Entitlements and New Shares in any jurisdiction in which it would be unlawful. In particular, this Offer Document may not be distributed to any person, and the Entitlements and New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

European Economic Area – Luxembourg and Spain

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the Entitlements and New Shares be offered for sale, in any member state of the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4) of the Prospectus Regulation, an offer of Entitlements and New Shares in each member state of the European Union is limited:

- to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);
- to fewer than 150 natural or legal persons (other than qualified investors); or
- in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

Thailand

This Offer Document is not intended to be an offer, sale or invitation for subscription or purchase of securities in Thailand. This Offer Document has not been registered as a prospectus with the Office of the Securities and Exchange Commission of Thailand. Accordingly, this Offer Document and any other document relating to the offer, sale or invitation for subscription or purchase, of the Entitlements and New Shares may not be circulated or distributed, nor may the Entitlements and New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public in Thailand. This Offer Document may be distributed in Thailand only to existing shareholders of the Company.

Glossary

The following definitions apply throughout this Offer Document unless the context requires otherwise.

Additional New Shares	New Shares which Eligible Shareholders who have taken up their Entitlements in full can apply for under the Shortfall Facility, or which may be placed with sophisticated or professional investors under the Placement.
Applicant	An Eligible Shareholder who has submitted an Application.
Application	The submission of an Application Form accompanied by the relevant Application Monies.
Application Form	The application form accompanying this Offer Document.
Application Monies	The money paid by Applicants in respect of New Shares and any Additional New Shares they apply for in the Entitlement Offer.
ASIC	Australian Securities and Investments Commission.
Board	The board of directors of Nimble.
Class B Notes	Means the Class B Notes issued by the trustee of Nimble Warehouse Trust No. 1, with a principal outstanding of $900,000 and a maturity date of [31 December 2023].
Closing Date	5:00pm (Queensland time) on 20 December 2023
Corporations Act	*Corporations Act 2001* (Cth).
Eligible Person	A person who: • is registered as the holder of the Entitlement as at the date of exercise; • has a registered address on the Company's register for Entitlements in Australia; • not be in the United States and must not be acting for the account or benefit of a person in the United States (to the extent such a person holds Entitlements for the account or benefit of such persons in the United States); and • be eligible under all applicable laws to exercise Entitlements without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification.
Eligible Shareholder	A Shareholder as described in section 2.1 of this Offer Document.
Employee Share Plan	The loan funded share plan established by Nimble as part of its long-term incentive arrangements for key employees.
Entitlement	The right to subscribe for 1 New Share for every 1 existing Share held by Eligible Shareholders on the Record Date, pursuant to the Entitlement Offer.
Entitlement Offer	The offer of New Shares and Additional New Shares to Eligible Shareholders, as described in this Offer Document.
Exchange Put Price	Means the amount of $1,500,000 which is payable to Nimble’s senior financiers by 19 December 2023, where the warrants held by them are exchanged for cash, in the event a put event has occurred (which include expiry of the warrants).
Exposure Period	Has the meaning given in the ‘Important Information’ section of this Offer Document.
New Shares	Shares offered under the Entitlement Offer, including Additional New Shares offered under the Shortfall Facility.
New Credit Products	Nimble AnyTime line of credit product, unsecured personal loans and the ZeeFi credit products.
Nimble or **Company**	Nimble Money Limited (ACN 128 541 542).
Offer Document	This document and any replacement or supplementary document.
Offer Price	$0.05 per New Share.
Placement	The opportunity for sophisticated and professional investors who are not existing Shareholders to apply for Additional New Shares under the Shortfall Bookbuild.
Record Date	7:00pm (Queensland time) on 4 December 2023.

Renouncing Shareholder	An Eligible Shareholder who does not take up (or sell) all of their Entitlement, and who is therefore deemed to have renounced any part of their Entitlement which they have not taken up or sold.
Renunciation and Acceptance Form	The form for the transfer of Entitlements in the Entitlement Offer as obtained from Nimble.
Shares	Fully paid ordinary shares in the capital of Nimble.
Shareholder	A holder of one or more Shares as recorded on Nimble's share register.
Share Registry	Computershare Investor Services Pty Limited (ACN 078 279 277).
Shortfall Bookbuild	Has the meaning given in the 'Letter from the Chair' section of this Offer Document.
Shortfall Facility	The opportunity for Eligible Shareholders who take up all of their Entitlement to also apply for Additional New Shares in excess of their Entitlement.
Subordinated Notes	The secured subordinated notes issued to various third parties designated as Series 14, Series 15 and Series 16 Subordinated Notes.
Top-Up Shares	The issue of additional New Shares to ensure that the relevant investors receive their appropriate allocation of New Shares.
Voting Power	Has the meaning given in section 610 of the Corporations Act.

Corporate directory

Directors

Graeme Wilson	(Non-Executive Chair)
Ben Edney	(Non-Executive Director)
Andrew Kearnan	(Non-Executive Director)

Secretary

Jake Tiver	(Head of Legal and Compliance & Company Secretary)

Registered Office

Level 11, 12-14 Marine Parade
Southport QLD 4215

Enquiries regarding the Entitlement Offer

Ph: Grant Mackenzie (CEO) – gmackenzie@nimble.com.au

Jake Tiver (Company Secretary) – jtiver@nimble.com.au

Directors’ Authorisation

This Offer Document is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Offer Document with the ASIC.

Dated: 23 November 2023

Signed by:

Graeme Wilson

Chair

In accordance with a resolution of the Board of the Company.

Annexure A - Audited Financial Statements

Nimble Money Limited

ACN 128 541 542

Annual Report - 30 June 2023

The directors of Nimble Money Limited (the Company) present their report on the consolidated entity consisting of the Company and its controlled entities (the Group) for the financial year ended 30 June 2023.

Directors
The following persons were directors of Nimble Money Limited during the financial year and up to the date of this report:

Name	Position	Appointed Date	End Date
Graeme Wilson	Non-Executive Director & Chairman	26 October 2021	
Andrew Kearnan	Non-Executive Director	27 October 2021	
Ben Edney	Non-Executive Director	22 May 2018	

Company secretary
The company secretary at the end of the year was Jake Tiver. Jake is a corporate lawyer who was appointed company secretary on 19 May 2022. He is a legal and compliance professional who has worked in a range of legal and management roles.

Meetings of directors
The number of meetings of the company's Board of Directors ('the Board') held during the year ended 30 June 2023, and the number of meetings attended by each director were:

	Full Board	
	Eligible to Attend	Attended
Graeme Wilson	9	9
Andrew Kearnan	9	9
Ben Edney	9	8

Information on directors
The following information is current as at the date of this report.

Name:	Graeme Wilson
Title:	Non-Executive Director
Experience and expertise:	Graeme was appointed Director on 26 October 2021 and Chairman. Graeme is an experienced executive and director with extensive experience in the financial services, health and telecommunications sectors. Graeme's key expertise includes involvement in IPOs, mergers and acquisitions and business transformation and change management. His previous positions include senior executive roles at HealthNet Investments, Orion Health Limited and iSoft Group, in addition to his extensive board experience.

Name:	Ben Edney
Title:	Non-Executive Director
Experience and expertise:	Ben was appointed Director on 22 May 2018. Ben is an accomplished finance industry expert with over 30 years domestic and international experience with National Australia Bank and KPMG in finance, risk and restructuring and as Managing Director of Lempriere Capital. He led NAB's problem loan management team throughout the global financial crisis and then was the Chief Risk Officer of the Business Bank. Ben is also chairman of Williams Holdings Limited in New Zealand, a large dairy aggregation, director and CEO of agPAY Pty Ltd and a director of Bank of Sydney Limited.

Name:	Andrew Kearnan
Title:	Non-Executive Director
Experience and expertise:	Andrew was appointed Director on 27 October 2021. Andrew is an executive and director with extensive experience in corporate finance, capital markets and financial services. He has held executive and board positions at leading financial services institutions including Bank of America Merrill Lynch, CBA, RACQ and Hollard Insurance. He runs an independent corporate advisory business, providing corporate finance, strategic and capital markets advice to financial services businesses across the spectrum of maturities. Andrew was consistently rated as one of Australia’s top financial service sector equity research analysts. He is currently a director of a range of leading companies, including APRA and ASIC regulated entities.

Indemnities and insurance of officers and auditors
During the financial year, Nimble Money Limited had in place and paid premiums to insure the directors and officers of the Company against certain liabilities incurred in the conduct of business or in the discharge of their duties as directors and officers. The contracts of insurance contain confidentiality provisions that preclude the disclosure of the amount of the premiums or the nature or extent of the insurers liabilities under the policies. The Company has not entered into an agreement to indemnify the auditors of the Company.

Principal activities
During the year, the principal continuing activities of the Group consisted of the provision of online loans of up to $50,000 to Australian residents.

No significant changes in the nature of these activities occurred during the year.

Review of operations
The loss for the Group after providing for income tax amounted to $892,000 (30 June 2022: $3,586,000).

Dividends
No dividends have been paid during the financial year. The directors do not recommend that a dividend be paid in respect of the financial year (2022: $nil).

Significant changes in the state of affairs
There were no significant changes in the state of affairs of the Group during the financial year.

Matters subsequent to the end of the financial year
Other than the change in legislation in respect of SACC loans that came into effect in June 2023, there are no matters or circumstances that have arisen since 30 June 2023 that have significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years. The legislation changes have resulted in lower SACC originations, however the Group's long-term strategy has been to exit/reduce its reliance on the SACC business and continue to expand its portfolio.

Likely developments and expected results of operations
The losses incurred during the year ended 30 June 2023 were primarily due to the initial operating costs incurred in the acquisition of Zeefi (educational loans) and non-cashflow accounting costs for share options. The Group progressed its investment in the new products, continued to improve the efficiency of its marketing spend and continued to reduce overheads. The Group has shown significant growth in the Gross Loan Book (GLB) driven by the new product growth.

The Group is rapidly evolving its new product suite of high-quality loan products and shedding its historical reliance on SACC products. This reflects a strong brand and systems that provide unique credit decisioning and superior customer service. Nimble is well positioned to return to profit.

Information about the operations of the Group and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Group.

Environmental regulation
The Group is not affected by any significant environmental regulation in respect of its operations.

Proceedings on behalf of the company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Rounding of amounts
The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

____
Graeme Wilson
Chairman

____
Grant Mackenzie
CEO

6 November 2023
Southport

Grant Thornton Audit Pty Ltd
Level 22 Tower 5
Collins Square
727 Collins Street
Melbourne VIC 3008
GPO Box 4736
Melbourne VIC 3001

T +61 3 8320 2222

Auditor's Independence Declaration

To the Directors of Nimble Money Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Nimble Money Limited for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

Darren Scammell

D M Scammell
Partner – Audit & Assurance

Melbourne, 6 November 2023

This financial report is the consolidated financial report of the consolidated entity consisting of Nimble Money Limited ("the Company") and its subsidiaries ("the Group"). The financial report is presented in the Australian currency.

Nimble Money Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Nimble Money Limited
Level 6 "Seabank Centre"
12 - 14 Marine Parade
Southport, Queensland, 4215

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 6 November 2023. The directors have the power to amend and reissue the financial statements.

Nimble Money Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2023

	Note	2023 $'000	2022 $'000
Revenue from continuing operations	5	29,259	25,936
Other income	6	54	29
Total revenue		29,313	25,965
Expenses			
Finance costs	7	(5,270)	(4,786)
Bad debt expense (net of recoveries)	7	(6,989)	(4,463)
Marketing expenses		(4,527)	(5,969)
Direct operating costs	7	(4,686)	(4,181)
General and administrative expenses	7	(7,417)	(9,827)
Depreciation and amortisation expense	7	(1,509)	(1,486)
Other expenses		-	(4)
Total expenses		(30,398)	(30,716)
Loss before income tax benefit		(1,085)	(4,751)
Income tax benefit	8	193	1,165
Loss after income tax benefit for the year attributable to the owners of Nimble Money Limited	24	(892)	(3,586)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year attributable to the owners of Nimble Money Limited		(892)	(3,586)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Nimble Money Limited
Statement of financial position
As at 30 June 2023

	Note	2023 $'000	2022 $'000
Assets			
Cash and cash equivalents	9	7,744	2,644
Loan receivables	10	34,867	27,222
Income tax refund due	8	168	168
Other assets	11	1,000	534
Property, plant and equipment	12	402	112
Right-of-use assets	13	-	326
Deferred tax assets (net)	15	6,045	5,852
Intangible assets	14	3,625	3,604
Total assets		53,851	40,462
Liabilities			
Trade and other payables	16	4,331	2,259
Employee benefits	19	927	821
Provisions	17	106	185
Lease liabilities	18	-	361
Borrowings	20	43,206	31,114
Derivative financial instruments	21	1,432	1,432
Total liabilities		50,002	36,172
Net assets		3,849	4,290
Equity			
Share capital	22	20,417	20,417
Reserves	23	854	403
Accumulated losses	24	(17,422)	(16,530)
Total equity		3,849	4,290

Nimble Money Limited
Statement of changes in equity
For the year ended 30 June 2023

	Issued capital $'000	Reserves $'000	Accumulated losses $'000	Total equity $'000
Balance at 1 July 2021	20,417	126	(12,944)	7,599
Loss after income tax benefit for the year	-	-	(3,586)	(3,586)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(3,586)	(3,586)
Transactions with owners in their capacity as owners:				
Share-based payments (note 27)	-	(13)	-	(13)
Share options (note 26)	-	290	-	290
Cancelled shares	(1,227)	-	-	(1,227)
Employee Loan Share Plan	1,227	-	-	1,227
Balance at 30 June 2022	20,417	403	(16,530)	4,290

	Issued capital $'000	Reserves $'000	Accumulated losses $'000	Total equity $'000
Balance at 1 July 2022	20,417	403	(16,530)	4,290
Loss after income tax benefit for the year	-	-	(892)	(892)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(892)	(892)
Transactions with owners in their capacity as owners:				
Share-based payments (note 27)	-	451	-	451
Balance at 30 June 2023	20,417	854	(17,422)	3,849

The above statement of changes in equity should be read in conjunction with the accompanying notes

Nimble Money Limited
Statement of cash flows
For the year ended 30 June 2023

	Note	2023 $'000	2022 $'000
Cash flows from operating activities			
Income receipts from members		27,533	18,649
Payments to suppliers and employees		(16,027)	(20,941)
Interest received		54	18
		11,560	(2,274)
Loans advanced to members		(83,360)	(72,230)
Loans repaid by members		71,761	70,252
Net cash used in operating activities	30	(39)	(4,252)
Cash flows from investing activities			
Payments for plant and equipment	12	(274)	(22)
Payments for intangibles	14	(1,434)	(680)
Proceeds from sale of property, plant and equipment		-	1
Net cash used in investing activities		(1,708)	(701)
Cash flows from financing activities			
Proceeds from borrowings, net of transaction costs		12,387	7,450
Payment of lease liabilities		(361)	(225)
Interest and other finance costs paid		(4,909)	(5,233)
Payment of debt issuance cost		(269)	-
Repayment of borrowings		-	(4,500)
Net cash from/(used in) financing activities		6,848	(2,508)
Net increase/(decrease) in cash and cash equivalents		5,100	(7,461)
Cash and cash equivalents at the beginning of the financial year		2,644	10,105
Cash and cash equivalents at the end of the financial year	9	7,744	2,644

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Significant changes in the reporting period

On 12 December 2022, the Group entered into an arrangement to purchase certain assets and liabilities of Zeefi Pty Ltd (Zeefi). Based on the analysis performed by management, this did not constitute the purchase of a 'business' in accordance with AASB 3 and therefore the purchase is not considered to be a business combination.

Zeefi's principle business was providing loans to students and education institutions. The Study Loans Securitisation Warehouse Trust ("SLSWT") was formed for the purpose of financing the loan assets originated by Zeefi.

The term sheet created terms and conditions relating to a "back book" and a "front book" as follows:

a) Nimble will manage the back book (all existing receivables in the Trust as of 12 December 2022) in exchange for a service fee to be paid by Zeefi. All rights and obligations relating to the back book receivables remain with Zeefi.

b) Nimble obtains the ability to originate new receivables using the Trust facility from 12 December 2022. These loans are referred to as the front book. Nimble retains the rights and obligation to these loans.

Nimble is eligible to receive the residual returns, interest accrued adjustments and services fees from SLSWT that relate to the front book whilst Zeefi is entitled to any residual returns pertaining to the back book. Nimble gained control over the 'silo entity' consisting of the assets and liabilities pertaining to the front book from 12 December 2022 and full control over the trust from 17 April 2023. The rights and obligations of the back book receivables remain with Zeefi.

In addition, Nimble purchased various assets from Zeefi including trademarks, domain names and websites associated with the name Zeefi and all contracts entered into Zeefi with its customers for a nominal value of $1 which is also considered to be the fair value of the assets.

Note 2. Statement of significant accounting policies

The principal accounting policies adopted in the preparation of this consolidated financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report is for the consolidated entity consisting of Nimble Money Limited and its subsidiaries.

Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001. Nimble Money Limited is a for-profit entity for the purpose of preparing the financial report.

There was no impact to the Group’s operations on the adoption of new and revised standards and interpretations issued by the AASB for the current financial year.

Basis of measurement
The financial report has been prepared on the historical cost basis except for some financial instruments classified as fair value through profit and loss (FVTPL) which are stated at their fair value in the statement of financial position.

Critical Accounting Judgements and estimates
The preparation of the financial report in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amount of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements and estimates which are material to the financial report are found in the following areas:

Revenue recognition (see note 5)

Intangible assets (see note 14)

Credit risk (see note 3)

Derivatives (see note 21)

Note 2. Statement of significant accounting policies (continued)

Recognition of tax losses (see note 15)

Principles of consolidation
The consolidated financial statements incorporate the financial statements of Nimble Money Limited ('Company' or 'Parent entity') and entities controlled by the Company and its subsidiaries. Control is achieved when the Company has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee, and has the ability to use its power to affect its returns.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. Nimble Money Limited and its subsidiaries together are referred to in this financial report as 'the Group' or the consolidated entity. Subsidiaries of Nimble Money Limited are listed in note 29.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Special purpose entities – funding warehouses
Special purpose vehicle entities (SPVs) are those entities over which the consolidated entity has no ownership interest but in effect the substance of the relationship in such that the consolidated entity controls the SPV to obtain the majority of the benefits from its operation. The consolidated entity has established a special purpose entity to support the specific funding needs of the consolidated entity's securitisation programme with the aim to:

- conduct securitisation activities funded by short term warehouse facilities provided by reputable lenders; and
- hold securitised assets and issue securities

The special purpose entity meets the criteria of being controlled entities under AASB 10 – Consolidated Financial Statements. The elements indicating control include, but are not limited to, the below:

- the consolidated entity has existing rights that gives it the ability to direct relevant activities that significantly affect the special purpose entity's returns:
- the consolidated entity is exposed, and has rights, to variable returns from its involvement with the special purpose entity:
- fees received by the consolidated entity from the special purpose entity varies on the performance, or non-performance, of the securitised assets; and
- the consolidated entity has the ability to direct decision making accompanied by the objective of obtained benefits form the special purpose entity's activities.

The consolidated entity continues to retain control over the financial assets, for which some but not substantially all the risks and rewards have been transferred to the warehouse facility providers and financiers. The securitised assets and the corresponding liabilities are recorded in the Statement of Financial Position and the interest earned and paid recognised in the Consolidated Statements of Profit and Loss.

Deemed Separate Entities ('Silos')
Specified assets of an investee are deemed to be a separate entity for accounting purposes (a 'silo') when, in substance:

(a) the specified assets and related credit enhancements, if any, are the only source of payment for the investors interest in the investee; and
(b) parties other than the investor do not have rights or obligations over the specified assets and the cash flows from those assets.

Silos are consolidated when the Group determines that it can control the silo. Silos are excluded from consolidation if the other entity controls and consolidates the entity.

Going concern
The financial report has been prepared on a going concern basis that contemplates the continuity of normal operating activities and the realisation of assets and the settlement of liabilities in the normal course of business.

For the year-ended 30 June 2023, the Group generated a loss after tax of $892,000.

Note 2. Statement of significant accounting policies (continued)

The Group has two debt facilities with a combined limit of $50m, an increase of $20m following the acquisition of Zeefi. These facilities expire in December 2024. The borrowings have a fixed interest rate and principal balance of borrowings are paid at maturity.

The Group requires additional capital to continue to fund the equity component of the growth in the loan book and has commenced a process to raise further capital. In the event that further capital is not raised, the company will curtail growth plans and associated costs to remain with borrowing covenants.

As at 30 June 2023, the Group had positive net assets of $3,849,000

Revenue recognition
The Group recognises revenue as follows:

Interest income
Interest income, which includes loan contractual interest and fees related to the life of the loan, are recognised on the amortised cost basis using the effective interest method. The effective interest rate (EIR) is the rate which exactly discounts estimated future cash flows of the financial instruments through the expected life of the loan receivables or, where appropriate, a shorter period, to the net carrying amount of the loan receivable. The future cash flows estimated takes into account all the contractual terms of the instrument.

The calculation of the EIR includes fees paid that are incremental and directly attributable to the loan contract. The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets.

Fee income
Fees other than those that are an integral part of the EIR include recurring monthly fees for servicing the loan and event driven late fees. Fees are brought to account when the performance obligation is satisfied and it is probable that the fee will be collected.

Net income from financial instruments at FVTPL
Net income or expense from other financial instruments at FVTPL includes gains and losses from changes in fair value of financial liabilities at FVTPL. The fair value movement is presented in “Finance costs”.

Income tax
The company and its wholly-owned Australian resident subsidiaries are not a tax-consolidated group under Australian taxation law.

The income tax expense or revenue for the period is the tax payable on the current period’s taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in Australia. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of the amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial report. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The Group has forecasts that support the generation of taxable profit in future financial years against which these losses can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Note 2. Statement of significant accounting policies (continued)

Cash and cash equivalents
For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial instruments
Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provision of the instrument.

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Financial assets
All recognised financial assets that are within the scope of AASB 9 are required to be subsequently measured at amortised cost or fair value on the basis of the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Specifically:
- debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI), are subsequently measured at amortised cost;
- debt instruments that are held within a business model whose objective is both to collect the contractual cash flows and to sell the debt instruments, and that have contractual cash flows that are SPPI, are subsequently measured at FVTOCI;
- all other debt instruments (e.g. debt instruments managed on a fair value basis, or held for sale) are subsequently measured at FVTPL.

However, the Group may make the following irrevocable election / designation at initial recognition of a financial asset on an asset-by-asset basis:
- the Group may irrevocably designate a debt instrument that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (referred to as the fair value option).

The Group assesses the classification and measurement of a financial asset based on the contractual cash flow characteristics of the asset and the Group’s business model for managing the asset.

For an asset to be classified and measured at amortised cost or at FVTOCI, its contractual terms should give rise to cash flows that are solely payments of principal and interest on the principal outstanding (SPPI).

For the purpose of SPPI test, principal is the fair value of the financial asset at initial recognition. That principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin. SPPI assessment is made in the currency in which the financial asset is denominated.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form.

An assessment of business models for managing financial assets is fundamental to the classification of a financial asset. The Group determines the business models at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. The Group’s business model does not depend on management’s intentions for an individual instrument, therefore the business model assessment is performed at a higher level of aggregation rather than on an instrument-by-instrument basis.

At initial recognition of a financial asset, the Group determines whether newly recognised financial assets are part of an existing business model or whether they reflect the commencement of a new business model. The Group reassess its business models each reporting period to determine whether the business models have changed since the preceding period. For the current and prior reporting period the Group has not identified a change in its business models.

Note 2. Statement of significant accounting policies (continued)

Debt instruments that are subsequently measured at amortised cost are subject to impairment. See below on impairment of financial assets at amortised cost.

Financial assets at FVTPL
Financial assets at FVTPL are:

- assets with contractual cash flows that are not SPPI; or/and
- assets that are held in a business model other than held to collect contractual cash flows or held to collect and sell; or
- assets designated at FVTPL using the fair value option.

These assets are measured at fair value, with any gains/losses arising on remeasurement recognised in profit or loss.

Impairment of financial assets at amortised cost
The Group recognises loss allowances for ECLs on the following financial instruments that are not measured at FVTPL:

- loan receivables
- other receivables

ECLs are required to be measured through a loss allowance at an amount equal to:

- 12-month ECL, i.e. portion of lifetime ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or
- full lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument, (referred to as Stage 2 and Stage 3).

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition. For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL. More details on the determination of a significant increase in credit risk are provided in note 3

The Group measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics. The measurement of the loss allowance is based on the present value of the asset's expected cash flows using the asset's original EIR, regardless of whether it is measured on an individual basis or a collective basis. More information on measurement of ECLs is provided in note 3, including details on how instruments are grouped when they are assessed on a collective basis.

Modification and derecognition of financial asset
A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. In addition, the introduction or adjustment of existing covenants of an existing loan would constitute a modification even if these new or adjusted covenants do not yet affect the cash flows immediately but may affect the cash flows depending on whether the covenant is or is not met (e.g. a change to the increase in the interest rate that arises when covenants are breached).

When a financial asset is modified the Group assesses whether this modification results in derecognition. In accordance with the Group's policy a modification results in derecognition when it gives rise to substantially different terms.

Financial liabilities and equity
Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Group or a contract that will or may be settled in the Group's own equity instruments and is a non-derivative contract for which the Group is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Group's own equity instruments.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Note 2. Statement of significant accounting policies (continued)

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain/loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities
Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities.' The Group does not have any financial liabilities designated at FVTPL.

Other financial liabilities, including trade and other payables and borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The EIR is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities
The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the Group exchanges with the existing lender one debt instrument into another one with substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

Embedded derivatives
Derivatives embedded in financial liabilities or other non-financial asset host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derivative financial instruments
Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

The fair value of share warrants is measured using the Black-Scholes model. Measurement inputs include the share price on the measurement date, the exercise price of the instrument, expected volatility (based on the volatility of comparable companies listed on the Australian Stock Exchange), expected term of the instruments (based on general option holder behaviour), expected dividends, and the risk-free interest rate (based on Government bonds). Expected probabilities of the exercise of the call and put options are also used in the fair value of the share warrants.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Customer acquisition costs
Customer acquisition costs are capitalised as an asset where such costs are incremental to obtaining a contract with a customer and are expected to be recovered. Customer acquisition costs are amortised on a straight-line basis over the term of the contract.

Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained or which are not otherwise recoverable from a customer are expensed as incurred to profit or loss. Incremental costs of obtaining a contract where the contract term is less than one year is immediately expensed to profit or loss.

Property, plant and equipment
Recognition and measurement
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Note 2. Statement of significant accounting policies (continued)

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Office equipment	4- 5 years
Furniture and fittings	5 years
Leasehold improvements	3 - 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. Any gains or losses are included in the 'Consolidated statement of profit or loss and other comprehensive income.

Right-of-use assets
A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Intangible assets
Patents, trademarks and other rights
Patents and trademarks are not amortised but are tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and are carried at cost less accumulated impairment losses.

IT development costs and software
Costs incurred in developing products or systems and costs incurred in acquiring or developing software that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised to software and systems. Costs capitalised include external direct costs of materials and service and direct payroll and payroll related costs of employees' time spent on the project. Costs are only capitalised where the Group retains ownership of the source code. Costs incurred for third party licencing and customisation of third party software are expensed as incurred.

IT development costs include only those costs directly attributable to the development phase and are only recognised following completion of technical feasibility and where the Group has an intention and ability to use the asset.

Software has a finite life and is carried at cost less any accumulated amortisation and impairment losses. It has an estimated useful life of five years.

The Group does not capitalise any costs associated with Software-as-a-Service arrangements that provide access to a cloud provider's application software.

Amortisation
Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of the intangible assets, from the date that they are available for use.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Note 2. Statement of significant accounting policies (continued)

Impairment of non-financial assets
The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Trade and other payables
These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Employee benefits
Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months after the end of the period in which the employees render the related service, are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

Other long-term employee benefits
The liability for long service leave and annual leave which is not expected to be settled within 12 months after the end of the period in which the employees render the related service is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Share-based payments
Share-based compensation benefits are provided to employees via the Nimble Money Limited Employee Option Plan and an employee share scheme. information relating to these schemes is set out in note 27.

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted, which includes any market performance conditions and the impact of any non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions.

The fair value of employee share options is measured using the Black-Scholes model. Measurement inputs include the share price on the measurement date, the exercise price of the instrument, expected volatility (based on the volatility of comparable companies listed on the Australian Stock Exchange), expected term of the instruments (based on general option holder behaviour), expected dividends, and the risk-free interest rate (based on Government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Note 2. Statement of significant accounting policies (continued)

Profit-sharing and bonus plans
The Group recognises a liability and an expense for bonuses and profit-sharing based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Issued capital
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividends
Dividends are recognised when declared during the financial year and no longer at the discretion of the company.

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the company, on or before the end of the financial year but not distributed at the reporting date.

Goods and Services Tax (GST)
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the consolidated statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

Rounding of amounts
The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Note 3. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's trade and other receivables. The Group's main income generating activity is lending to customers and therefore credit risk is a principal risk.

Credit risk mainly arises from loans to customers. The Group's exposure to credit risk is influenced mainly by the characteristic of each borrower. The Group is involved in short term lending to employed individuals. These short term loans are unsecured and are for amounts not exceeding $50,000.

As outlined in note 10, loans receivable as at 30 June 2023 were $39,835 (2022: $31,893). Credit risk also arises from cash and cash equivalents and deposits.

Credit risk management practices
The Group's Chief Operating Officer is responsible for managing the Group's credit risk by:

- Ensuring that the Group has appropriate credit risk practices, including an effective system of internal control, to consistently determine adequate allowances in accordance with Group's policies and procedures and relevant accounting standards. Credit risk practices include a detailed credit assessment process that takes into account factors like the applicant's income, rent/mortgage costs, general living expenses and their credit history is verified via an independent credit check. An applicant will only be approved for a loan if their credit assessment and credit history fall within the acceptable parameters set by the Group.
- Identifying, assessing and measuring credit risk of the Group.
- Developing and maintaining credit quality of the financial assets using internal credit ratings.
- Developing and maintaining the Group's processes for measuring ECL including monitoring credit risk, incorporation of forward looking information and method used to measure ECL.
- Ensuring that the Group has policies and procedures in place to appropriately maintain and validate models used to assess and measure ECL.

Note 3. Credit risk (continued)

Significant increase in credit risk
As explained in note 2 the Group monitors all financial assets that are subject to impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Group's historical experience and expert credit assessment including forward-looking information.

The Group has robust policies and procedures which include policies and procedures concerning underwriting, collections, provisioning and write-off's.

The probability of default at initial recognition and at subsequent reporting dates is based on historical loan information. Different historical loan behaviour will lead to a different probability of default. Macro-economic factors are also considered within the calculation of ECL and overall credit risk. The Group considers forward looking readily available and supportable economic inputs in the measurement of the ECL as part of a management overlay. It is the weighting of these different scenarios that forms the basis of a weighted average probability of default that is used to determine whether credit risk has significantly increased.

Internal credit risk ratings
In order to minimise credit risk, the Group has tasked its Chief Operating Officer to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. All trade and other receivables are reviewed and graded according to anticipated level of credit risk and the following classifications have been adopted:

Credit Quality	**Description**	**Risk Rating**	**ECL Stage**
Neither past due nor impaired	are considered to be performing loans	Low to fair risk	1
Rescheduled loans but not impaired	are loans from customers who initiate contact with Nimble to reschedule contractual interest or principal payments prior to a payment being overdue . These are commonly known as "arranged accounts".	Monitoring	2
Past due but not fully impaired	are loans that are past due but the Group believes that impairment is not appropriate based on the stage of collection of amounts to the Group. These are unarranged accounts that are less than 35 days past due for Small Amount Credit Contract (SACC) and 90 days past due for other products	Doubtful	2
Impaired loans	are loans where full recovery of outstanding principal and interest is considered doubtful. These include (a) accounts that have reached repayment escalation process; (b) accounts holders who are insolvent; and (c) unarranged accounts that are more than 35 days past due for SACC and 90 days past due for other products	Impaired	3

ECL Methodology
The following data are typically used to monitor the Group's exposure and in understanding future repayment risk:

- Principal, fees and interest, and current outstanding balance;
- Payment record, including ageing analysis;
- Original end date and latest scheduled payment date;
- Fail without subsequent payments;
- How long an account has been open; and
- The time of default event.

Note 3. Credit risk (continued)

The Group analyses all data collected and calculates the probability of default (PD) using a weighted Kaplan-Meier estimator and how these are expected to change over time. The factors taken into account in this process include macro-economic data such as unemployment rate, customer price index and exchange rate.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 35 days past due (doubtful account) unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group uses forward-looking information or variables that are available without undue cost or effort in its assessment of significant increase of credit risk as well as in its measurement of ECL. These variables include the correlation of the macro-economic factor and the default/insolvent rate and external information on economic data and forecast reports published by government bodies and monetary authorities.

Definition of default
Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

The Group considers the following as constituting an event of default:

- if a returning SACC borrower is 35 days past due and
- all other borrowers with no payments within the first 90 days

The definition of default is appropriately tailored to reflect different characteristics of different types of assets.

When assessing if the borrower is unlikely to pay its credit obligation, the Group takes into account both qualitative and quantitative indicators. Quantitative indicators, such as overdue status and non-payment on another obligation of the same counterparty are key inputs in this analysis. The Group uses a variety of sources of information to assess default which are either developed internally or obtained from external sources.

Write-off
Loans and debt securities are written off when the Group has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Group may apply enforcement activities to financial assets written off. Recoveries resulting from the Group's enforcement activities will result in a bad debt recovery.

Credit Quality
The Group applies the three-stage approach in measuring ECL for loans receivable at their gross value with the shared risk portion recognised as part of the allowance for expected credit losses.

Credit risk exposure of loan to customer per internal rating and stage

30 June 2023

	Stage 1 12 Month ECL	**Stage 2 Lifetime ECL**	**Stage 3 Lifetime ECL**	**Total**
Loans to customers by impairment stage				
Total gross written loans	31,553	10,756	4,581	46,890
Less: deferred revenue	(4,525)	(2,008)	(553)	(7,086)
Customers receivables	27,028	8,748	4,028	39,804
Loss allowance	(899)	(1,499)	(2,570)	(4,968)
Net customer receivables	26,129	7,249	1,458	34,836
Provision as % of customers receivables	3.3%	17.1%	63.8%	12.5%

Note 3. Credit risk (continued)

30 June 2022

	Stage 1 12 Month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	Total
Loans to customers by impairment stage				
Total gross written loans	27,030	8,749	2,775	38,554
Less: deferred revenue	(4,541)	(1,759)	(361)	(6,661)
Customers receivables	22,489	6,990	2,414	31,893
Loss allowance	(1,494)	(1,305)	(1,872)	(4,671)
Net customer receivables	20,995	5,685	542	27,222
Provision as % of customers receivables	6.6%	18.7%	77.5%	14.6%

Movement of loss allowance during the year

30 June 2023

	Stage 1 12 Month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	Total
Loss allowance at 1 July 2022	1,494	1,305	1,872	4,671
Changes in loss allowance:				
- New and increase in provisions	173	620	7,600	8,393
- Decrease in provisions	(693)	(116)	(44)	(853)
- Transfers between stages	(75)	(310)	385	-
- Write-offs	-	-	(7,243)	(7,243)
Loss allowance at 30 June 2023	899	1,499	2,570	4,968

	Stage 1 12-month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	Total
Loss allowance at 1 July 2021	1,142	1,783	2,331	5,256
Changes in loss allowance				
- New and increase in provisions	570	364	6,498	7,432
- Decrease in provisions	(47)	(287)	(34)	(368)
- Transfers between stages	(171)	(555)	726	-
- Write-offs	-	-	(7,649)	(7,649)
Loss allowance at 30 June 2022	1,494	1,305	1,872	4,671

Significant estimates and judgements - credit risk
A key source of estimation uncertainty relates to the provision for expected credit loss against loans receivable. The risk of impairment to loans receivable requires the Group to assess impairment regularly. The Group measures the provision for expected credit loss for loans receivable at an amount equal to the lifetime expected credit loss (ECL) which represents the expected credit losses that will result from all possible default events over the expected life of the customer receivables. These estimates require significant judgements based on estimates and assumptions about future events.

Note 4. Other risks

The Group has exposure to the following risks from its use of financial instruments:

- market risk
- liquidity risk

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and the management of capital. Further quantitative disclosures are included throughout this financial report.

The Directors have overall responsibility for the establishment and oversight of the risk management framework. Risk management policies are in place to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, to take any actions to mitigate risks and to monitor risks and adherence to limits.

Market risk
Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk
Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is not exposed to currency risk as all financial assets and more than 99% of financial liabilities are denominated in Australian dollars.

Interest rate risk
The Group adopts a policy to minimise exposure to interest rate risk by depositing excess funds in interest bearing accounts at a variable rate. Interest rates on all debt instruments have been fixed to ensure the Group is not exposed to adverse movements in interest rates.

At the reporting date the interest rate profile of the Group's interest bearing financial instruments was:

	2023 $'000	2022 $'000
Variable interest rate instrument		
Cash at bank and in hand	7,744	2,644
Fixed rate instrument		
Loans receivable	39,835	31,893
Subordinated borrowings	(1,300)	(7,160)
Secured borrowings	(35,306)	(23,954)
	3,229	779

Fair value sensitivity for fixed rate instruments
The Group does not account for any fixed rate financial assets or liabilities at fair value through profit or loss therefore a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments
A change of 100 basis points in interest rates at the reporting date would not have had a material impact on the profit for the period. (2022: no material impact). This analysis assumes that all other variables remain constant. The analysis is performed on the same basis for the comparative period.

Fair values
Due to the short term nature of the Group's assets and liabilities, their carrying amount is assumed to approximate fair value. The Group does not carry any financial instruments at fair value.

Liquidity risk
Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, where possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Note 4. Other risks (continued)

Ultimate responsibility for liquidity management rests with the directors and senior management. The Group ensures that, where possible, it has access to sufficient cash and cash equivalents to meet expected net cash outflows, including the servicing of financial obligations. In addition, annual budgets and quarterly reforecasts are prepared that forecast liquidity requirements over at least the next 12 months.

Maturities of financial liabilities
The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 6 months $'000	6-12 months $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Total contractual cashflows $'000	Carrying amount $'000
At 30 June 2023						
Trade payables	1,195	-	-	-	1,195	1,195
Secured borrowings	1,904	1,883	33,277	-	37,064	35,306
Subordinated borrowings	442	503	2,783	6,393	10,121	7,900
	3,541	2,386	36,060	6,393	48,380	44,401
At 30 June 2022						
Trade payables	855	-	-	-	855	855
Secured borrowings	1,575	1,550	1,575	27,997	32,697	23,954
Subordinated borrowings	492	480	492	8,522	9,914	7,160
	2,922	2,030	2,067	36,519	43,466	31,969

Capital management
The directors ensure that the Group has sufficient capital as required for working capital purposes. There were no changes in the Group's approach to capital management during the year.

The Group is not subject to externally imposed capital requirements.

Note 5. Revenue from continuing operations

	2023 $'000	2022 $'000
Loan fees	26,397	24,674
Other fees	2,862	1,262
Revenue from continuing operations	29,259	25,936

Significant estimates and judgements - revenue recognition
The Group recognises revenue on loans receivable using the effective interest rate method (in accordance with AASB 9), based on estimated future cash receipts over the expected life of the financial asset. In making their judgement of the estimated future cashflows and the expected life of the loans receivable balance, the Group has considered the historical repayment pattern of the loans receivable on a portfolio basis.

These estimates require significant judgement and will be reviewed on an ongoing basis and where required, appropriate adjustments to recognition of revenue will be made.

Note 6. Other income

	2023 $'000	2022 $'000
Other income	54	29

Note 7. Expenses

	2023 $'000	2022 $'000
Loss before income tax includes the following specific expenses:		
Finance costs		
Interest on borrowings	5,190	4,737
Interest on lease liability	80	24
Fair value loss on derivative liabilities	-	25
	5,270	4,786
Bad debt expense (net of recoveries)		
Bad debt expense	8,450	6,076
Recoveries	(1,461)	(1,613)
	6,989	4,463
General and administrative expenses		
Employee benefit expense	4,030	5,175
Professional fees	436	1,505
Office administration expenses	722	865
Occupancy costs	111	235
Technology costs	2,120	2,047
	7,419	9,827
Depreciation and amortisation expense		
Property, plant and equipment	62	67
Right-of-use assets	247	217
Intangibles	1,182	1,202
Contract cost asset	18	-
	1,509	1,486

A lease interest expense relating to the lease liability was recognised as part of interest expense during the period. No explicit incremental borrowing rate has been outlined in the lease agreements. The weighted average lessee's incremental borrowing rate applied to the lease liabilities was 5.01% (2022: 5.01%).

Interest on borrowings reflects the cost of debt financing. Refer to note 20 for further information.

Direct operating costs also includes employee benefit expense of $3,371,127 (2022: $2,821,142).

Note 8. Income tax

	2023 $'000	2022 $'000
Income tax benefit		
Deferred tax	(193)	(1,165)
Aggregate income tax benefit	(193)	(1,165)
Numerical reconciliation of income tax expense to prima facie tax payable		
Loss before income tax benefit	(1,085)	(4,751)
Tax at the statutory tax rate of 25%	(271)	(1,188)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible entertainment and share-based payments	111	17
	(160)	(1,171)
Adjustment for derecognition of DTL on debt raising costs	(33)	6
Income tax benefit	(193)	(1,165)

	2023 $'000	2022 $'000
Current tax assets		
Income tax refund due	168	168

Note 9. Cash and cash equivalents

	2023 $'000	2022 $'000
Cash at bank	2,411	2,060
Restricted cash held in the Group's Warehouse Trust*	5,333	584
	7,744	2,644

*Refers to cash that is held by the Group that is not available for immediate ordinary business use.

The Group's exposure to interest rate risk is discussed in note 4. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

Note 10. Loan receivables

	2023 $'000	2022 $'000
Loan receivables	39,835	31,893
Less allowance for expected credit losses	(4,968)	(4,671)
	34,867	27,222

Gross written loans represent cash to be received at balance sheet date. Deferred revenue represents interest, fees and charges accumulated on individual loans which will be recognised as revenue in future periods using the effective interest rate method. Gross written loans less deferred revenue represents the loans receivables.

Note 10. Loan receivables (continued)

	2023 $'000	2022 $'000
Gross written loans	46,846	38,554
Deferred revenue	(7,011)	(6,661)
Loan receivables	39,835	31,893

Note 11. Other assets

	2023 $'000	2022 $'000
Prepayments	452	374
Deposits paid	3	3
Other receivables	226	53
Bank guarantees	104	104
Contract cost asset, net[1]	215	-
	1,000	534

Contract cost of obtaining long-term contracts
[1]The incremental cost paid in obtaining customer contracts of periods longer than one year and amortised over the remaining period of customer contracts. No significant judgement is required to measure the costs of obtaining contracts are they are separately identified.

Reconciliation of Cost to Obtain Contracts

	2023 $'000
Balance at 1 July 2022	-
Addition because of acquisition	235
Amortisation	(20)
Balance at 30 June 2023	215

Note 12. Property, plant and equipment

	2023 $'000	2022 $'000
Leasehold improvements - at cost	301	324
Less: Accumulated depreciation	-	(324)
	301	-
Furniture and fittings - at cost	126	111
Less: Accumulated depreciation	(110)	(110)
	16	1
Office equipment - at cost	1,288	1,254
Less: Accumulated depreciation	(1,203)	(1,143)
	85	111
	402	112

Note 12. Property, plant and equipment (continued)

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Office equipment $'000	Furniture and fittings $'000	Leasehold improvements $'000	Total $'000
Balance at 1 July 2021	154	7	2	163
Additions	22	-	-	22
Disposals	(1)	(4)	-	(5)
Depreciation expense	(64)	(2)	(2)	(68)
Balance at 30 June 2022	111	1	-	112
Additions	36	16	301	353
Disposals	(1)	-	-	(1)
Depreciation expense	(61)	(1)	-	(62)
Balance at 30 June 2023	85	16	301	402

Note 13. Right-of-use assets

	2023 $'000	2022 $'000
Land and buildings - right-of-use	-	978
Less: Accumulated depreciation	-	(652)
	-	326

The Group's right-of-use assets relate to a lease for office premises at 6th floor, 12 Marine Parade, Southport QLD 4215. This lease was pre-terminated in May 2023. The Group started a new lease in July 2023 on the 11th floor of the same building.

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Land and Buildings $'000
Balance at 1 July 2021	543
Depreciation expense	(217)
Balance at 30 June 2022	326
Depreciation expense	(247)
Disposals	(79)
Balance at 30 June 2023	-

Note 14. Intangible assets

	2023 $'000	2022 $'000
Patents, trademarks and other rights - at cost	69	69
Software and website development - at cost	15,242	14,042
Less: Accumulated amortisation	(11,686)	(10,507)
	3,556	3,535
	3,625	3,604

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Patents, trademarks and other rights $'000	Software and website development $'000	Total $'000
Balance at 1 July 2021	69	4,057	4,126
Additions	-	680	680
Amortisation expense	-	(1,202)	(1,202)
Balance at 30 June 2022	69	3,535	3,604
Additions	-	1,203	1,203
Amortisation expense	-	(1,182)	(1,182)
Balance at 30 June 2023	69	3,556	3,625

Significant estimates and judgements - intangible assets

IT development and software
IT development and software costs are capitalised when they met the criteria as set out in note 2. Significant judgement may be required in determining whether expenditure meets the criteria for capitalisation.

Impairment of intangible assets
Non-financial assets are reviewed for impairment wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. Calculating the recoverable amount of intangible assets in these circumstances may require the use of significant estimates and judgements.

Note 15. Deferred tax assets (net)

	2023 $'000	2022 $'000
Deferred tax asset comprises temporary differences attributable to:		
Tax losses	3,225	2,985
Non-refundable R&D offset carried forward	121	121
Allowance for expected credit losses	1,242	1,168
Employee benefits	233	208
Lease liability	-	90
Accrued expenses	216	257
Black-hole deductions	(195)	(51)
Leasehold improvements	-	45
Borrowings	497	375
Deferred revenue	945	890
Provision for make good	27	46
Total deferred tax assets	6,311	6,134
Set-off deferred tax liabilities	(266)	(282)
Net deferred tax assets	6,045	5,852
Deferred tax assets expected to be recovered within 12 months	2,328	2,373
Deferred tax assets expected to be recovered after more than 12 months	3,983	3,761
Deferred tax liabilities to be settled after more than 12 months	(266)	(282)
	6,045	5,852

Movements in deferred tax balances are as follows:

	2023 $'000	2022 $'000
Tax at the Australian tax rate of 25% (2022: 25%)		
Balance at the beginning of the year	5,852	4,687
Deferred tax income/(expense) recognised in respect of:		
Tax losses	240	1,327
Employee benefits	25	(29)
Accruals and provisions	(60)	(59)
Black-hole deductions	(144)	131
Provision for expected credit loss	74	(146)
Leasehold improvements	(45)	(2)
Borrowings	122	(180)
Lease liability	(90)	(56)
Deferred revenue	55	231
Deferred tax liabilities movement	16	(52)
	6,045	5,852

Note 15. Deferred tax assets (net) (continued)

Recognition of tax losses
The Group has reviewed tax losses and has determined that it is probable that taxable profits will be available against which the tax losses can be utilised and a deferred tax asset has been recognised accordingly.

Significant estimate – deferred tax assets
The deferred tax assets include an amount of $3,225,000 which relates to carried-forward tax losses the Group. The losses were incurred financial years 2023, 2022 and 2021 and relate to operating losses which are not expected to continue. The Group has concluded that the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets for the Group. The Group is expected to generate taxable income from 2024 onwards and to recover the tax losses over the next three years. The losses can be carried forward indefinitely and have no expiry date.

Note 16. Trade and other payables

	2023 $'000	2022 $'000
Trade payables	1,195	855
Payment assist plan payables*	1,462	-
Accrued expenses	960	1,271
Trust fees and interest payable	426	-
PAYG withholding payable	75	42
Other payables	213	91
	4,331	2,259

*Payment Assist plans is new product, whereby Nimble does not fund the student's liability to the course provider, but instead manages all aspects of student's instalment plans entered between the course provider and student. The collections received is remitted to the course providers on the following month.

Note 17. Provisions

	2023 $'000	2022 $'000
Lease make good - expected to be settled within 12 months	106	185

The make good provision relates to the pre-terminated lease on 6th floor, 12 Marine Parade, Southport Queensland. Lease make good provision is expected to be settled until December 2023, the original maturity date of the lease.

Note 18. Lease liabilities

	2023 $'000	2022 $'000
Lease liability - expected to be settled within 12 months	-	245
Lease liability - expected to be settled after more than 12 months	-	116
	-	361

Movements in lease liabilities are summarised below:

Note 18. Lease liabilities (continued)

	2023 $'000	2022 $'000
Balance at the beginning of the financial year	361	586
Payments made	(295)	(249)
Interest expense	13	24
Derecognition of lease liabilities due to early termination of lease	(79)	-
Balance at the end of the financial year	-	361

Note 19. Employee benefits

	2023 $'000	2022 $'000
Employee benefits - expected to be settled within 12 months	803	718
Employee benefits - expected to be settled after more than 12 months	124	103
	927	821

The employee benefits cover the Group's liability for annual leave and long service leave.

The current portion of this liability included all the accrued annual leave and the unconditional entitlements to long service leave where employees have completed the required period of services.

Note 20. Borrowings

	2023 $'000	2022 $'000
Debt funding - expected to be settled after more than 12 months	35,306	23,664
Subordinated debt (Series 14) - expected to be settled after more than 12 months	650	1,300
Subordinated debt (Series 15) - expected to be settled after more than 12 months	1,250	6,150
Subordinated debt (Series 16) - expected to be settled after more than 12 months	6,000	-
	43,206	31,114

The Group has the ability to:

- repay outstanding unsecured debt at any time prior to maturity date by giving either 10 business days or 30 days notice, subject to the terms of the relevant instrument;
- repay outstanding secured debt 12 months after issue date by giving 30 days notice and paying a prepayment fee of 2% of the principal outstanding if the repayment is within 24 months of issue or 1% of the principal outstanding after 24 months from issue .

The weighted average interest rate of secured debt at 30 June 2023 was 12.5% (2022: 12.5%) and subordinated debt was 11.05% (2022: 11.05%).

Total secured liabilities

	2023 $'000	2022 $'000
Secured debt funding - Nimble Warehouse Trust No.1	28,795	23,954
Secured debt funding - Study Loans Securitisation Warehouse Trust	6,511	-
	35,306	23,954

Note 20. Borrowings (continued)

(a) Debt Funding - Trust

Nimble Warehouse Trust No.1 (NWT1)
The Secured Notes were refinanced and replaced with a warehouse funding trust established under a master trust structure. Nimble Warehouse Trust No. 1 (NWT1) was established in December 2021 and the existing lenders subscribed for Class A Notes on 20 December 2021 (simultaneous with the redemption of the Senior Notes). The terms and conditions of NWT1 as at 30 June 2023 (and its associated security arrangements) were as follows:

- the initial aggregate invested amount of Class A Notes is $25 million, with an aggregate Class A Note Facility of $30 million;
- the Class A Notes have a fixed rate and are scheduled to mature on 15 December 2024;
- a professional security trustee, Perpetual Corporate Trust Services Limited, holds the security on trust for the benefit of the financial; and
- aside from the security over the asset pool of the relevant trust receivables, the security also comprises security interests granted by Nimble Australia Pty Ltd and Nimble (IP) Pty Ltd over all assets and a share mortgage granted by Nimble Money Limited over all shares in Nimble Australia Pty Ltd and Nimble (IP) Pty Ltd (akin to the corporate security provided with the Senior Notes).

Study Loans Securitisation Warehouse Trust (SLSWT)
On or about 12 December 2023 (Cut-Off Date), Nimble Australia Pty Ltd (Nimble) and ZeeFi Pty Ltd (ZeeFi) entered into a term sheet in respect of the acquisition by Nimble of certain assets of ZeeFi (ZeeFi Transaction). ZeeFi had previously funded its loan receivables through a warehouse debt facility (Study Loans Securitisation Warehouse Trust), with Alceon Group Pty Ltd as trustee for the Alceon Secured Debt Fund No. 7 (Alceon) the holder of the Class A Notes.

As part of the ZeeFi Transaction, Alceon provided its consent to the change of control under the Study Loans Securitisation Warehouse Trust and to Nimble becoming the primary servicer under a Master Servicing Deed, and to the Study Loans Securitisation Warehouse Trust being made available to Nimble for the ongoing origination of new eligible receivables. The documentation relating to the Study Loans Securitisation Warehouse Trust differentiated between all receivables originated before the Cut-Off Date (Back Book), and all receivables originated after the Cut-Off Date (Front Book). Nimble's exposure under the Study Loans Securitisation Warehouse Trust is in respect of the Front Book only.

The terms and conditions of the Study Loans Securitisation Warehouse Trust as at 30 June 2023 were as follows:

- The aggregate invested amount of Class A Notes was $16,243,532, split between a Class A Back Book Balance of $9,733,016 and a Class A Front Book Balance of $6,510,516, with a Tranche A Commitment of $20,000,000;
- As the Class A Back Book Balance is amortised, the amounts received are retained within the Study Loans Securitisation Warehouse Trust and made available for originations in respect of the Front Book;
- The Class A Notes have a fixed interest rate and are scheduled to mature on 31 December 2024; and
- A professional security trustee, AMAL Security Services Pty Ltd, holds the security on trust for the benefit of the secured creditors.

(b) Subordinated borrowings
The terms and conditions of subordinated debt at 30 June 2023 were as follows:

- all subordinated notes are issued by Nimble Australia Pty Ltd
- Series 14 subordinated notes are scheduled to mature on 17 December 2024
- Series 15 and Series 16 subordinated notes have options for ordinary shares of Nimble Money that enable the noteholder to settle the exercise of the options with the debt. The exercise price of the options varies depending on when the options are exercised. The number of options expire through the term of the subordinated notes until the 17th December 2024 (Series 15) and 31 December 2023 (Series 16). In the event the debt is settled before the end of the term, the options expire 60 days from when the debt is settled. The fair value of financial instruments that are not traded in an active market is determined using the Black-Scholes model. The Group uses its judgement to select the method of calculation and to make assumptions that are mainly based on market conditions existing at the time the notes are issued;
- a professional security trustee, One Corporate Trust Services Limited, holds the security on trust for the benefit of the noteholders;
- the security comprises security interests granted by Nimble Australia Pty Ltd and Nimble (IP) Pty Ltd over all assets and a share mortgage granted by Nimble Money Limited over all shares in Nimble Australia Pty Ltd and Nimble (IP) Pty Ltd.

Note 21. Derivative financial instruments

	2023 $'000	2022 $'000
Share warrants	1,432	1,432

The Group has derivative financial instruments in the form of share warrants which gives holders the right to acquire ordinary shares upon certain conditions being satisfied within defined timeframes. There were no new share warrants added during the year. Any change in the balance is due to the fair value movement.

Significant estimates and judgements - derivative financial instruments
The fair value of financial instruments that are not traded in an active market is determined using the Black-Scholes model. The Group uses its judgement to select the method of calculation and to make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Note 22. Share capital

	2023 Shares	2022 Shares	2023 $'000	2022 $'000
Ordinary shares - fully paid	105,284,783	98,434,783	20,417	20,417

Movements in share capital

	2023 Shares	2022 Shares	2023 $'000	2022 $'000
Opening balance	98,434,783	98,434,783	20,417	20,417
Employee loan share plan	6,850,000	-	-	-
	105,284,783	98,434,783	20,417	20,417

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

Note 23. Reserves

	2023 $'000	2022 $'000
Share-based payments reserve	854	403

Share-based payments reserve
The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Note 23. Reserves (continued)

Movements in reserves
Movements in the share-based payments reserve during the current and previous financial year are set out below:

	2023 $'000	2022 $'000
Opening balance	403	126
Employee share options forfeited or lapsed	-	(59)
Employee share-based payments issued	296	46
Share options in respect of series 15 subordinated debt[1]	155	290
	854	403

[1] Share options are related to subordinated notes, details of which are shown in Note 19 (c).

Note 24. Accumulated losses

	2023 $'000	2022 $'000
Accumulated losses at the beginning of the financial year	(16,530)	(12,944)
Loss after income tax benefit for the year	(892)	(3,586)
Accumulated losses at the end of the financial year	(17,422)	(16,530)

Note 25. Dividends

Dividends
No dividends have been paid during the financial year. The directors do not recommend that a dividend be paid in respect of the financial year (2022: $nil).

Franking credits

	2023 $'000	2022 $'000
Franking credits available to shareholders of Nimble Money Limited for subsequent reporting periods	261	261

Note 26. Key management personnel disclosures

Key management personnel includes directors of the group and the CEO.

Compensation
The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

	2023 $	2022 $
Short-term employee benefits	762,174	1,001,628
Post-employment benefits	55,025	69,398
Share-based payments	170,873	5,137
	988,072	1,076,163

Note 26. Key management personnel disclosures (continued)

Transactions with key management personnel
The Group did not transact with entities controlled or significantly influenced by key management personnel, other than loans disclosed in note 20 and the remuneration outlined above.

Loans from key management personnel
From time to time key management personnel and their related parties may provide debt funding to the Group in the form of subordinated debt (note 20) and secured debt (note 20). The terms and conditions of debt owing to key management personnel and their related parties was no more favourable than those available, or which might reasonably be expected to be available, on similar unsecured debt from non-key management personnel related entities on an arm's length basis.

Note 27. Share-based payments

a) Employee Share Plan
The Group established a loan-based limited recourse Employee Share Plan in 2021.

Under the terms of the Loan Share Plan, provision for the issuance of loan shares is as follows:

- Loan shares are shares in the Company, each carrying the same dividend rights and otherwise ranking pari passu in all respects with the ordinary issued shares of the Company, where the subscription price is funded by way of a loan from the Company;
- Offers under the plan are at the absolute discretion of the board;
- Financial assistance is provided to participants by way of a limited recourse interest-free loan to acquire the shares;
- The Company retains security over the loan shares whilst ever there is an amount outstanding under the loan;
- Loan shares that have not vested and/or are subject to loan repayment will be restricted from trading, and
- The loan shares will vest subject to continued employment with the Nimble Group and achieving a set individual performance rating.

On 30 April 2021, the Company issued 8,070,000 (4,870,000 subsequently cancelled) shares under this Employee Share Plan at a deemed issue price of $0.252 in exchange for a loan agreement entered into with each employee. These shares vest over three years; on issue, at 30 June 2021, 30 June 2022 and 30 June 2023.

On 31 July 2022, the Company issued 3,850,000 shares under this Employee Share Plan at a deemed issue price of $0.132 in exchange for a loan agreement entered into with each employee. These shares vest over three years; on issue, at 31 July 2022, 31 October 2023 and 31 October 2024.

On 19 September 2022, the Company issued 1,000,000 shares under this Employee Share Plan at a deemed issue price of $0.132 in exchange for a loan agreement entered into with each employee. These shares vest over three years; on issue, at 31 October 2022, 31 October 2023 and 31 October 2024.

Under the applicable Accounting Standards, the loan shares and related limited recourse loan are accounted for as options, which gives rise to a share-based payment expense. The treatment of the loan shares under the applicable Accounting Standards as options requires that the value of the loans and issue price of the shares are not recorded as share capital of the Company until repayment or part repayment of the loans occurs. The loan shares are entitled to dividends. Any dividends paid in respect of the loan shares will be applied to reduce the loans and increase share capital in accordance with both the plan rules and applicable Accounting Standards.

Set out below are the movement during the period of loan shares granted under the plan:

	Opening balance	Issued	Cancelled	Closing balance
Loan shares	3,200,000	6,850,000	-	10,050,000

Weighted average remaining contractual life of loan shares outstanding at end of the period	7.83

Note 27. Share-based payments (continued)

Fair value of loan shares granted

The fair value of employee loan shares is measured using the Black-Scholes option pricing model. Measurement inputs include the share price at grant date, the exercise price, expected volatility, expected term of the loan shares, expected dividend and the risk-free interest rate (based on Government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

The model inputs for loan shares granted during the year ended 30 June 2023 include:

	2023 issued loan shares
Share price at grant date	$0.123
Exercise price	$0.132
Expected volatility	45%
Expected life	10 years
Expected dividends	0%
Risk free interest rate	3.43%-3.75%

The fair value at grant date per loan share has been determined to be $0.07

	2023 $'000	**2022 $'000**
Employee loan values		
Value of outstanding employee loans at the end of the year relating to employee shares	1,711	806

b) Expense arising from the share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period were as follows:

	2023 $'000	**2022 $'000**
Loan shares issued to employees under Employee Share Plan	-	46
Options issued (forfeited) under Employee Share Option Plan	451	(59)
	451	(13)

Note 28. Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the parent entity and its related practices:

	2023 $	**2022 $**
Audit services		
Grant Thornton in respect of Audit of the Company and its subsidiaries Financial Report under the Corporations Act 2001	77,937	74,830
Total auditor's remuneration	77,937	74,830

Note 29. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries with non-controlling interests in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest 2023 %	Ownership interest 2022 %
Nimble Australia Pty Ltd	Australia	100%	100%
Nimble (IP) Pty Ltd	Australia	100%	100%
Curious Employees Pty Ltd	Australia	100%	100%
Curious Services Pty Ltd	Australia	100%	100%
Curious IP Pty Ltd	Australia	100%	100%
Credit Score Pty Ltd	Australia	100%	100%
Nimble Life Pty Ltd	Australia	100%	100%
Nimble Trust Warehouse No. 1	Australia	100%	100%
Study Loans Securitisation Warehouse Trust (SLSWT)	Australia	100%	-

Nimble Warehouse Trust No.1
The Nimble Warehouse Trust No.1 is deemed to controlled by Nimble Australia during the years ended 30 June 2023 and 30 June 2022 due to the following:

- Nimble Australia continues to manage the loans and receivables and has exiting rights that give the current ability to direct the relevant activities of the Trust;
- Nimble Australia receives all residual benefits from the Trust and bears all losses should they arise;
- Nimble Australia has the ability to use its power over the Trustee to affect its return

Study Loans Securitisation Warehouse Trust (SLSWT)
The securitised front book receivables (sold to the Trust) and related borrowing liabilities within the Trust are considered to be a ‘silo’ entity in line with the guidance on 'control of specified assets and liabilities' outlined in AASB 10 *Consolidated Financial Statements.* Nimble gained control of the silo entity from 12 December 2022.

Nimble gained legal control of the Trust from 17 April 2023 and the Trust is deemed to be controlled by Nimble Australia due to the following factors:

- Nimble Australia continues to manage the loans and receivables and has exiting rights that give the current ability to direct the relevant activities of the Trust;
- Nimble Australia receives all residual benefits from the Trust and bears all losses should they arise;
- Nimble Australia has the ability to use its power over the Trustee to affect its return

The Group did not have control over the back book receivables or related liabilities at any time and therefore the back book receivables and related liability are not recorded in the financial statements.

Note 30. Reconciliation of loss after income tax to net cash used in operating activities

	2023 $'000	2022 $'000
Loss after income tax benefit for the year	(892)	(3,586)
Adjustments for:		
Depreciation and amortisation	1,509	1,486
Net loss on disposal of assets	-	3
Share-based payments	450	(13)
Finance costs	5,270	4,762
Non-cash loan related expenses	8,450	6,076
Fair value adjustments on warrants	-	25
Change in operating assets and liabilities:		
Increase in loan receivables	(14,773)	(10,849)
Increase in deferred tax assets	(193)	(1,165)
Decrease/(increase) in prepayments	(82)	368
Increase in other operating assets	(36)	(7)
Increase/(decrease) in trade and other payables	338	(1,372)
Increase/(decrease) in other provisions	(79)	20
Net cash used in operating activities	(39)	(4,252)

Note 31. Contingent liabilities

The Group had no contingent liabilities at 30 June 2023 (2022: nil)

Note 32. Commitments

In March 2023, the Group entered into a 5-year lease agreement, with commencement date from 1 Jul 2023. The annual minimum contractual commitment resulting to this agreement is $105,188, with expected annual increase of 3.5%. There are no other material contractual commitments at 30 June 2023 (2022: None)

Note 33. Events after the reporting period

Other than the change in legislation in respect of SACC loans that came into effect in June 2023, there are no matters or circumstances that have arisen since 30 June 2023 that have significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years. The legislation changes have resulted in lower SACC originations, however the Group's long-term strategy has been to exit/reduce its reliance on the SACC business and continue to expand its portfolio.

Note 34. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	2023 $'000	2022 $'000
Profit after income tax	-	-
Other comprehensive income for the year, net of tax	-	-
Total comprehensive income	-	-

Statement of financial position

	2023 $'000	2022 $'000
Total current assets	-	1
Total non-current assets	13	13
Total assets	13	14
Total current liabilities	10	43
Total non-current liabilities	-	709
Total liabilities	10	752
Net assets/(liabilities)	3	(738)
Equity		
Share capital	20,417	20,417
Share-based payments reserve	854	113
Accumulated losses	(21,268)	(21,268)
Total equity/(deficiency)	3	(738)

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2023 (2022: nil).

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:
- Investments in subsidiaries that are accounted for at cost in the standalone financial statements of Nimble Money Limited

Nimble Money Limited
Directors' declaration
30 June 2023

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;

- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

Graeme Wilson	Grant Mackenzie
Chairman	CEO

6 November 2023
Southport

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Independent Auditor's Report

To the Members of Nimble Money Limited and Controlled Entities (the Group)

Report on the audit of the financial report

Opinion

We have audited the financial report of Nimble Money Limited (the Company) and its controlled entities (the Group), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and the Directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

a giving a true and fair view of the Group's financial position as at 30 June 2023 and of its performance for the year ended on that date; and

b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2023, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors' for the financial report

The Directors of the Group are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar3.pdf. This description forms part of our auditor's report.

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

Darren Scammell

D M Scammell
Partner – Audit & Assurance

Melbourne, 6 November 2023

NIMBLE