

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Raiz Invest Limited
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ABN/ARBN

74 615 510 177
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Financial year ended:

30 June 2022
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Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <https://raizinvest.com.au/investors/governance/>

The Corporate Governance Statement is accurate and up to date as at 25 August 2022 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date:	25 August 2022
Name of authorised officer authorising lodgement:	Michael Austin Company Secretary

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a> ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

<sup>5</sup> If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity’s progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a></p> <p>.....</p> <p>[insert location]</p> <p>and we have disclosed the information referred to in paragraph (c) in:</p> <p>our Corporate Governance Statement.</p> <p>.....</p> <p>[insert location]</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in: our Corporate Governance Statement. ..... [insert location]</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in: our Corporate Governance Statement. ..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in: our Corporate Governance Statement. ..... [insert location]</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in: our Corporate Governance Statement. ..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a></p> <p>.....</p> <p>[insert location]</p> <p>and the information referred to in paragraphs (4) and (5) in: our Annual Report.</p> <p>.....</p> <p>[insert location]</p> <p>[If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>N/A</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: our Corporate Governance Statement.</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in: our Corporate Governance Statement.</p> <p>..... [insert location]</p> <p>and, where applicable, the information referred to in paragraph (b) at: N/A</p> <p>..... [insert location]</p> <p>and the length of service of each director in: our Annual Report.</p> <p>..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: our Corporate Governance Statement. ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a> ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a> ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a> ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a></p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) in: our Annual Report.</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>N/A</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a> ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://raizinvest.com.au/investors/">https://raizinvest.com.au/investors/</a> ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in: our Corporate Governance Statement. ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a> ..... <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) in: our Annual Report. ..... <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: N/A ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in: our Corporate Governance Statement. ..... <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>N/A</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in:</p> <p>our Corporate Governance Statement.</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks in:</p> <p>our Corporate Governance Statement.</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>N/A</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a></p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) in: our Annual Report.</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>N/A</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in:</p> <p>our Annual Report.</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it in: our Securities Trading Policy available at <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a> ..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	<p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>	<p><input type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
9.2	<p>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
9.3	<p>A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable</p> <p><input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable</p>

**RAIZ INVEST LIMITED ACN 615 510 177 ("Company")**

**Corporate Governance Statement**

Our Corporate Governance Statement addresses the recommendations contained in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (**ASX CGC Principles and Recommendations**). This document was approved by the Board of Directors (**Board**) of the Company and summarises the governance practices which are in place at the Company. This corporate governance statement is current as 25 August 2022 and has been approved by the board of the Company (Board).

ASX CGC Principles and Recommendations	Compliance by the Company
<p><b>Principle 1 – Lay solid foundations for management and oversight</b></p> <p><i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</i></p>	
<p><b>Recommendation 1.1</b></p> <p>A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> <li>a) the respective roles and responsibilities of its board and management; and</li> <li>b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	<p>The Board has adopted a Board Charter under which it is responsible for the Company's overall corporate governance.</p> <p>In conducting business in accordance with this responsibility, the Board is committed to maximising performance, adding value for stakeholders, generating appropriate levels of shareholder value, monitoring the effectiveness of the Company's corporate governance processes and sustaining the Company's long-term growth and success. The Board seeks to ensure the Company is properly managed to protect and enhance stakeholder and shareholder interests, and to ensure that the Board and all officers and staff operate in an appropriate environment of corporate governance.</p> <p>In accordance with the Board Charter, the Board has reserved for itself the following specific responsibilities to:</p> <ul style="list-style-type: none"> <li>• provide leadership and set the strategic objectives of the Company, and oversee management implementation of those strategic objectives and performance generally;</li> <li>• appoint and when necessary, replace the chair (and deputy), the Chief Executive Officers (<b>Joint Group CEOs</b>) and senior executives;</li> </ul>



	<ul style="list-style-type: none"><li>• through the chair, oversee the role of the company secretary;</li><li>• approve operating budgets and major capital expenditure;</li><li>• oversee the integrity of the Company's accounting and corporate reporting systems, including external audit;</li><li>• oversee the Company's process for making timely and balanced disclosure;</li><li>• ensure that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;</li><li>• approve the Company's remuneration framework; and</li><li>• monitor the effectiveness of the Company's governance practices.</li></ul> <p>At Board meetings, Directors receive regular briefings on the business and key developments in areas such as governance, regulatory and accounting matters. Non-executive directors periodically meet without executive directors or management present and the Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.</p> <p>The Board has delegated to the Joint Group CEOs the authority to manage the day-to-day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved for the Board and its committees under their charters or under specific limitation or guidance from the Board.</p> <p>In exercising this delegated authority, the Joint Group CEOs are responsible for implementing the policies and strategy approved by the Board. In carrying out these responsibilities, the Joint Group CEOs must report to the Board in a timely and clear manner and ensure all reports to the Board present a true and fair view of our financial condition and operational results.</p>
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	<p>The Joint Group CEOs have the authority to sub-delegate to the senior management team.</p> <p>The Board Charter is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <ol style="list-style-type: none"> <li>a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</li> <li>b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</li> </ol>	<p>Prior to the appointment of any new Non-Executive Director, appropriate checks are conducted to determine whether the candidate has the capabilities needed and is fit and proper to undertake the responsibilities of the role. These checks include criminal record and bankruptcy history. On appointment, each Director receives a formal letter, outlining the key terms, conditions and expectations of their appointment. Following appointment, new directors attend an orientation program which includes briefings on the Company's strategy, financial, operational and risk management matters and our governance framework.</p> <p>The Nomination and Remuneration Committee (<b>NRC</b>) assists and advises the Board in relation to the following matters for Non-Executive Directors on the Board and Board Committees:</p> <ul style="list-style-type: none"> <li>• Board succession planning generally;</li> <li>• induction and continuing professional development programs for directors;</li> <li>• the development and implementation of a process for evaluating the performance of the Board, its committees and directors;</li> <li>• the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;</li> <li>• the appointment and re-election of directors;</li> <li>• ensuring there are plans in place to manage the succession of the Joint Group CEOs and managing/executive director (<b>Joint Group CEOs</b>) and other senior executives;</li> </ul>





	<ul style="list-style-type: none"> <li>• remuneration policies and practices for the Board, the Joint Group CEOs, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of the Company; and</li> <li>• matters related to organisational culture and Company values.</li> </ul> <p>One of the responsibilities of the NRC is to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise.</p> <p>In doing so, the Board requires appropriate checks to be undertaken in relation to that potential Board candidate.</p> <p>Additionally, the NRC assists and advises the Board on the re-election of directors. Retiring directors standing for re-election are assessed by considering a number of factors including but not limited to skills, experience, expertise, personal qualities and attributes, the capability to devote the necessary time and commitment to the role, and potential conflicts of interest and independence.</p> <p>In its recommendation to shareholders in relation to the election or re-election of a director, the notice for an annual general meeting (<b>AGM</b>) sets out material information that would be relevant to the shareholder's decision.</p> <p>The Nomination and Remuneration Committee Charter is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>All Company directors and senior executives have entered into written appointment agreements with the Company.</p> <p>Specifically:</p> <ul style="list-style-type: none"> <li>• the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and</li> <li>• the Joint Group CEOs and senior executives of the Company have entered into</li> </ul>



	<p>employment agreements, setting out the terms and conditions of their employment.</p>
<p><b>Recommendation 1.4</b></p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the Board.</p>	<p>The appointment of a company secretary is approved by the Board.</p> <p>As set out in the Board Charter, the Company Secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p> <p>The Company Secretary is responsible for:</p> <ul style="list-style-type: none"> <li>• advising the Board and its committees on governance matters;</li> <li>• monitoring that the Board and committee policy and procedures are followed;</li> <li>• coordinating the timely completion and dispatch of Board and committee papers;</li> <li>• ensuring that the business at Board and committee meetings is accurately captured in the minutes; and</li> <li>• helping to organise and facilitate the induction and professional development of directors and the Company Secretary.</li> </ul>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>have and disclose a diversity policy;</p> <p>a) through its board or a committee of a board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>b) disclose in relation to each reporting period:</p> <ol style="list-style-type: none"> <li>1) the measurable objectives set for that period to achieve gender diversity;</li> <li>2) the entity's progress towards achieving those objectives; and</li> <li>3) either:</li> </ol>	<p>The Board and executive leadership team of the Company are committed to workforce diversity in its broadest sense and consider this diversity and inclusiveness as a strength of the business and an investment in the creation of a sustainable business capable of delivering long term shareholder value.</p> <p>The Company Diversity Policy is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p> <p>Consistent with the Diversity Policy, it is the Board's intention to establish measurable annual objectives for achieving our goal of gender and racial diversity at every level of leadership by 2025. These measures will be measured and reported to the Board regularly and assessed on at least an annual basis. Currently, the Company measures gender diversity.</p>



<p>A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive for these purposes); or</p> <p>B. if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators” as defined in and published under the Act.</p>	<p>The Diversity Policy is underpinned and supported by a suite of policies and practices that are applicable to all who work at the Company, and which promote an environment that attracts and retains well qualified employees, senior management and Board candidates regardless of gender or race, and reflective of diversity of thought and experience.</p> <p>The respective proportions of men and women on the board, in senior management and across the whole workforce are as follows:</p> <table border="1" data-bbox="858 815 1281 1037"> <thead> <tr> <th></th> <th>FY2022</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>67% M 33% F</td> </tr> <tr> <td>Senior Management</td> <td>44% M 56% F</td> </tr> <tr> <td>Workforce</td> <td>55% M 45% F</td> </tr> </tbody> </table> <p>Senior Management is defined as the in country senior management team that reports to the country CEO which reports to the Joint Group CEOs.</p>		FY2022	Board	67% M 33% F	Senior Management	44% M 56% F	Workforce	55% M 45% F
	FY2022								
Board	67% M 33% F								
Senior Management	44% M 56% F								
Workforce	55% M 45% F								
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	<p>In accordance with the Board Charter, each director’s performance will be assessed when standing for re-election. Before each AGM, the chair of the Board will assess the performance of any director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the director (in the absence of the director involved). The Board (excluding the chair) will conduct the review of the chair. The Company discloses all information relevant to a decision whether or not to elect or re-elect a director in the notice of meeting for the AGM.</p> <p>The Board has agreed to conduct annual evaluations of its performance, including its committees, and of each Director. Following completion of a board survey by each Board member, the Chair holds one-to-one interviews with each Director on their performance and the performance of the Board as a whole and its committees.</p>								



	<p>The performance of the Chair is evaluated by one of the other Non-Executive Directors, usually the Chair of the NRC, in a one-to-one interview with the Chair and incorporating feedback from the other Directors. The Board then reviews and discusses the collated results of those interviews to determine ways to enhance the effectiveness and efficiency of the Board.</p> <p>A formal evaluation of the performance of the Board, its Committees and each Director was conducted in June 2022 in respect of FY22.</p> <p>In addition, each of the Audit and Risk Committee Charter and the Nomination and Remuneration Committee Charter sets out when reviews are to take place with respect to each committee. Specifically:</p> <ul style="list-style-type: none"> <li>• the Audit and Risk Committee will review its performance from time to time;</li> <li>• the Nomination and Remuneration Committee will review its performance at least annually, or earlier if circumstances dictate; and</li> <li>• both committees will review their performance whenever there are major changes to the management structure of the Company.</li> </ul>
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <ol style="list-style-type: none"> <li>a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ol>	<p>The Board conducts an annual performance assessment of the Joint Group CEOs and the Joint Group CEOs and Board together undertake assessments of senior executives. In assessing the performance of the individual executives, the review includes consideration of the senior executive's function, individual targets, group targets, and the overall performance of the Company.</p> <p>High level performance evaluation of senior executives is undertaken by the Joint Group CEOs, taking into consideration both qualitative and quantitative measures, together with remuneration recommendations which must be approved by the Board after consultation with the Nomination and Remuneration Committee. The Joint Group CEOs also provide regular feedback</p>



	<p>to senior executives in relation to performance and development.</p> <p>A formal evaluation of each individual Joint Group CEO's performance was conducted in respect of FY22. Performance reviews of the other senior executives in respect of FY22 are complete.</p>
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**Principle 2 – Structure the board to be effective and add value**

*The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which its operates, to enable it to discharge its duties effectively and to add value.*

**Recommendation 2.1**

The board of a listed entity should:

- a) have a nomination committee which:
  - 1) has at least three members, a majority of whom are independent directors; and
  - 2) is chaired by an independent director,

and disclose:

  - 3) the charter of the committee;
  - 4) the members of the committee; and
  - 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Board has established a Nomination and Remuneration Committee, which has authority and power to exercise the roles and responsibilities granted to it under the Nomination and Remuneration Committee Charter, and any other resolutions of the Board from time to time.

The committee's responsibilities include:

- Board succession planning, including the recruitment, appointment, re-election, induction and professional development of directors;
- Evaluating the performance of the Board, committees and directors;
- Ensuring succession planning is in place for the Joint Group CEOs and senior executive;
- Remuneration policies and practices for the Board, Joint Group CEOs, senior executives and other key individuals; and
- Matters relating to organisational culture and company values.

The committee is comprised of three independent non-executive directors, as follows:

- Ms Philippa Taylor, Mr Stuart Grimshaw and Mr Harvey Kalman.

The chair of the committee, Ms Philippa Taylor, is an independent, non-executive director.

In accordance with the Nomination and Remuneration Committee Charter, the committee



	<p>will meet as frequently as required to perform its functions.</p> <p>The number of times the committee met throughout FY22 and the individual attendance of committee members is set out in the Company's FY22 Annual Report.</p> <p>The charter of the Nomination and Remuneration Committee is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a></p>
<p><b>Recommendation 2.2</b></p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p>Having regard to our vision, strategy, values and purpose, the individual attributes of each director are as critical as the skills they bring. There is an expectation that each director should be able to demonstrate sound business judgement, a strategic view, integrity, a readiness to question, challenge and critique, and leadership qualities.</p> <p>In accordance with the Board Charter, the Company seeks to achieve a range of skills, knowledge, experience at a collective level to enable the Board to provide the oversight needed for current and emerging issues of the business.</p> <p>The Board has developed a skills matrix to help in assessing and ensuring that that composition of the board meets the needs of the Company. Requisite skills include financial products and markets, financial services, technology, regulatory compliance, people and culture, and marketing.</p> <p>The Board considers it has the appropriate mix of skills and expertise. Any new director to be appointed to the Board will be selected on the basis of his or her ability to strengthen and develop the Board's capabilities in these key areas.</p> <p>A review of the Board skills matrix was completed during the FY22 year.</p>
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <p>a) the names of the directors considered by the board to be independent directors;</p>	<p>Biographical information about the Company's Board is disclosed on our website at <a href="http://www.raizinvest.com.au/investors/directors-management/">www.raizinvest.com.au/investors/directors-management/</a>.</p> <p>The Board considers each of its non-executive directors, Mr Harvey Kalman, Ms Kelly</p>



<p>b) if a director has an interest, position, or relationship of the type described in Box 2.3 of the ASX CGC Principles and Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, or relationship in question and an explanation of why the board is of that opinion; and</p> <p>c) the length of service of each director.</p>	<p>Humphreys, Ms Philippa Taylor and Mr Stuart Grimshaw to be independent.</p> <p>The Board will regularly assess the independence of each director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board, and each independent director is required to provide the Board with all relevant information for this purpose.</p> <p>If the Board determines that a director's independent status has changed, that determination will be disclosed to the market in a timely fashion.</p>
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Board comprises a majority of independent directors. Out of the six Board members, all of the Board's non-executive directors, being Mr Harvey Kalman, Ms Kelly Humphreys, Ms Philippa Taylor and Mr Stuart Grimshaw, are considered to be independent directors.</p>
<p><b>Recommendation 2.5</b></p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The chair of the Board is Mr Harvey Kalman, who is an independent, non-executive director.</p> <p>The Managing Director/ Joint Group CEO of the Company is Mr George Lucas.</p> <p>The Joint Group CEO is Mr Brendan Malone.</p>
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>In accordance with the Board Charter, directors are expected to participate in any induction or orientation program on appointment, and any continuing education or training arranged for them.</p> <p>Directors are encouraged and supported by the Company to undertake appropriate professional development opportunities. The Company Secretary organises and facilitates the induction and professional development of directors as required.</p>
<p><b><i>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</i></b></p> <p><i>A listed entity should instil and continually reinforce a culture across the organisation fo acting lawfully, ethically and responsibly.</i></p>	
<p><b>Recommendation 3.1</b></p>	<p>The Company's core values and commitments are:</p>



<p>A listed entity should articulate and disclose its values.</p>	<ul style="list-style-type: none"> <li>• <b>Honesty &amp; Trust</b> – we act honestly and with integrity in all our dealings, both internally and externally to build trust. We commit to only dealing with business partners who demonstrate similar responsible and professional business practices.</li> <li>• <b>Respect</b> – we respect all people, their ideas and cultures and our words and actions must reflect this respect.</li> <li>• <b>Customer-centric</b> – we are committed to a customer-centric approach to our product offerings and services. We respond to customers in a prompt and timely manner.</li> <li>• <b>Always do the right thing</b> – we act in a professional manner consistent with reasonable expectations of our customers, investors and the broader community.</li> <li>• <b>Environment</b> – we are committed to acting responsibly towards the environment.</li> </ul>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <ol style="list-style-type: none"> <li>a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ol>	<p>The Board has adopted a Code of Conduct which sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of the Company’s business and people, taking into account the Company’s legal and other obligations to its stakeholders.</p> <p>The Code of Conduct applies to all directors, as well as all officers, employees, contractors, consultants, and other persons that act on behalf of the Company and associates of the Company.</p> <p>The Board is informed of any material breaches of the Code of Conduct.</p> <p>The Code of Conduct is available on the Company’s website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p>
<p><b>Recommendation 3.3</b></p> <p>A listed entity should:</p> <ol style="list-style-type: none"> <li>a) have and disclose a whistleblower policy; and</li> <li>b) ensure that the board or a committee of the board is informed of any</li> </ol>	<p>The Board has adopted a Whistleblower Policy which sets out how employees can report and how the Company investigates incidences of unlawful, unethical or irresponsible behaviour. The Company encourages employees to make reports under the Whistleblower Policy and is committed to ensuring that whistleblowers are protected and</p>





<p>material incidents reported under that policy.</p>	<p>supported in accordance with the protections set out in the Whistleblower Policy.</p> <p>The Board is informed of any material incidents reported under the Whistleblower Policy.</p> <p>The Whistleblower Policy is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p>
<p><b>Recommendation 3.4</b></p> <p>A listed entity should:</p> <ol style="list-style-type: none"> <li>a) have and disclose an anti-bribery and corruption policy; and</li> <li>b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</li> </ol>	<p>The Board has adopted an Anti-bribery and Corruption Policy which sets out the Company's policy on bribes, gifts and hospitality, facilitation payments, political contributions and charitable contributions. The Company is committed to adopting effective systems to counter bribery and related improper conduct and to monitoring and enforcing these systems.</p> <p>The Board is informed of any material breaches of the Anti-bribery and Corruption Policy.</p> <p>The Anti-bribery and Corruption Policy is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p>
<p><b>Principle 4 – Safeguard the integrity of corporate reports</b></p> <p><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i></p>	
<p><b>Recommendation 4.1</b></p> <p>The board of a listed entity should:</p> <ol style="list-style-type: none"> <li>a) have an audit committee which:             <ol style="list-style-type: none"> <li>1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, who is not the chair of the board,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the relevant qualifications and experience of the members of the committee; and</li> <li>5) in relation to each reporting period, the number of times the committee met throughout the period and the individual</li> </ol> </li> </ol>	<p>The Board has established an Audit and Risk Committee.</p> <p>The committee's responsibilities relating to audit include:</p> <ul style="list-style-type: none"> <li>• appointing the Company's external auditors; and</li> <li>• overseeing the integrity of the Company's financial reporting systems and financial statements;</li> <li>• overseeing the effectiveness of the risk management framework and ensuring that decisions align with agreed risk tolerance levels; and</li> <li>• ensuring effective internal controls are in place to ensure the company meets its compliance obligations.</li> </ul>



<p>attendances of the members at those meetings; or</p> <p>b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The committee is comprised of three independent non-executive directors, Mr Stuart Grimshaw, Ms Kelly Humphreys and Mr Harvey Kalman.</p> <p>The chair of the Audit and Risk Committee, Mr Stuart Grimshaw, is an independent director who is not the chair of the Board.</p> <p>The Audit and Risk Committee Charter is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p> <p>The relevant qualifications and experience of the members of the Committee are listed on the Company's website at <a href="http://www.raizinvest.com.au/investors/directors-management/">www.raizinvest.com.au/investors/directors-management/</a>.</p> <p>The number of times the committee met throughout FY22 and the individual attendance of committee members is set out in the Company FY22 Annual Report.</p>
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>The Board receives regular reports about the operational results and financial condition of the Company. The Board has received and considered a declaration from each of the Joint Group CEOs and CFO in relation to the financial statements in accordance with ASX Recommendation 4.2. that in their opinion:</p> <ul style="list-style-type: none"> <li>• the financial statements of the Company have been properly maintained;</li> <li>• the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and</li> <li>• their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</li> </ul>
<p><b>Recommendation 4.3</b></p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market</p>	<p>The Company has a Disclosure and Communication Policy which sets out the process for review and release of announcements to the market. Any periodic corporate reports which are not reviewed by an external auditor (for example the Quarterly Report and Appendix 4C) are</p>



that is not audited or reviewed by an external auditor.	reviewed by the Board, Company Secretary, CFO, and Joint Group CEOs in accordance with this policy.
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<p><b>Principle 5 – Make timely and balanced disclosure</b></p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>	
<p><b>Recommendation 5.1</b></p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the Listing Rule 3.1.</p>	<p>The Board has adopted a Disclosure and Communication Policy, which sets out the Company’s commitment to the objective of promoting investor confidence and the rights of shareholders by:</p> <ul style="list-style-type: none"> <li>• complying with the continuous disclosure obligations imposed by law;</li> <li>• ensuring that Company announcements are presented in a factual, clear and balanced way;</li> <li>• ensuring that all shareholders have equal and timely access to material information concerning the Company; and</li> <li>• communicating effectively with shareholders and making it easy for them to participate in general meetings.</li> </ul> <p>The Disclosure and Communication Policy is available on the Company’s website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p>
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>The Company Secretary ensures that the Board is provided with copies of all material market announcements promptly after they have been made.</p>
<p><b>Recommendation 5.3</b></p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	<p>In accordance with the Company’s Disclosure and Communication Policy, the Company ensures that ahead of any new and substantive investor or analyst presentations, a copy of all materials are released to the ASX Announcement Platform in advance of the presentation.</p>
<p><b>Principle 6 – Respect the rights of security holders</b></p>	



<p><i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i></p>	
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Information concerning the Company and its governance practices is available on the Company's website at <a href="https://raizinvest.com.au/investors/governance/">https://raizinvest.com.au/investors/governance/</a></p> <p>The Company's website URL is <a href="http://www.raizinvest.com.au">www.raizinvest.com.au</a>.</p>
<p><b>Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>The Board has adopted a Disclosure and Communications Policy which supports its commitment to effective communication with its shareholders. In addition, the Company communicates with its shareholders:</p> <ul style="list-style-type: none"> <li>• by making timely announcements;</li> <li>• by posting relevant information on its website;</li> <li>• by inviting shareholders to make direct enquiries to the Company; and</li> <li>• through the use of general meetings.</li> </ul> <p>The Disclosure and Communications Policy is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a></p> <p>Shareholders can also contact the Company at <a href="mailto:ir@raizinvest.com.au">ir@raizinvest.com.au</a></p>
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Company's shareholders are encouraged to attend general meetings and the notice of such meetings will be given in accordance with the Company's constitution, the <i>Corporations Act 2001</i> (Cth) and the ASX Listing Rules.</p> <p>As set out in the Company's constitution, shareholders may:</p> <ul style="list-style-type: none"> <li>• attend meetings in person;</li> <li>• appoint a proxy, attorney or representative to vote on their behalf; or</li> <li>• at the directors' determination, direct vote on the resolution(s) proposed at the relevant meeting.</li> </ul>



	In addition, the Company's external auditor attends the AGM and is available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.
<p><b>Recommendation 6.4</b></p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	All substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company's shareholders may elect to receive information from the Company and its registry electronically. Otherwise, the Company and its registry will communicate by post with shareholders who have not elected to receive information electronically.</p> <p>The Company's share registry helps to manage these shareholder communication preferences <a href="https://raizinvest.com.au/investors/share-registry/">https://raizinvest.com.au/investors/share-registry/</a></p>
<p><b>Principle 7 – Recognise and manage risk</b></p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>	
<p><b>Recommendation 7.1</b></p> <p>The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</li> </ol>	<p>The Board has established an Audit and Risk Committee.</p> <p>The committee's responsibilities relating to risk include ensuring:</p> <ul style="list-style-type: none"> <li>• the effectiveness of the risk management framework;</li> <li>• operational decisions align with agreed risk appetite and risk tolerance levels;</li> <li>• key strategic and operational risks are effectively management; and</li> <li>• effective internal controls are in place to ensure the company meets its compliance obligations.</li> </ul> <p>The committee is comprised of three independent non-executive directors, Mr Stuart Grimshaw, Ms Kelly Humphreys and Mr Harvey Kalman.</p>



<p>attendances of the members at those meetings; or</p> <p>b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>The chair of the Audit and Risk Committee, Mr Stuart Grimshaw, is an independent director.</p> <p>The Audit and Risk Committee Charter is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a></p> <p>The number of times the committee met throughout FY22 and the individual attendance of committee members is set out in the Company FY22 Annual Report.</p>
<p><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <p>a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound, and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Raiz Invest Limited views risk management as a continual process, integral to achieving our corporate objectives, effectively managing our assets and creating and maintaining shareholder value. The Company has a number of committees reviewing risk issues including the Board Audit and Risk Committee as well as a number of underlying Management risk committees including the Compliance Committee, the Cyber, Data and Information Risk Committee, the Investment Committee and Operational Risk Committee.</p> <p>Our Board, advised by the Audit and Risk Committee and Key Management Personnel, is responsible for overseeing the risk management framework. The Audit and Risk Committee is responsible for ensuring that we maintain effective risk management and internal control systems.</p> <p>During FY22 Raiz Invest Limited reviewed and updated its risk register. The four management risk committees met quarterly to identify and monitor different areas of risk. The minutes of these committee meetings were provided to the Board.</p> <p>The Board refers to the risk register and input from the various risk committees in determining the top risk exposures and the setting of the Company's risk appetite. The Board holds management responsible for the accuracy of the risk register and to keep the register current.</p> <p>The Board intends to undertake quarterly reviews of its risk register and the risk committee structures to ensure the framework remains</p>



	<p>sound, continues to achieve its objectives and is operating within the risk appetite set by the Board.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</li> </ul>	<p>The Company does not have an internal audit function. However, as set out in the Audit and Risk Committee Charter, the committee has responsibility to ensure that the Company has appropriate internal audit systems and controls in place, and to oversee the effectiveness of these internal controls. The committee is also responsible for conducting investigations of breaches or potential breaches of these internal controls.</p> <p>Although the Company does not have an internal audit function, third parties are contracted for specific internal audit/assurance testing and will continue to be until an internal audit function is established.</p> <p>In addition, the Audit and Risk Committee is responsible for maintaining a risk profile which describes the material risks facing the Company, regularly reviewing and updating this risk profile and assessing and ensuring that there are internal controls in place for determining and managing key risks.</p>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The material economic risks faced by the Company that are likely to have an effect on the financial prospects of the Company, are in line with it being a rapidly growing small cap Australian financial technology company with expansion of both product and geographical footprint within Southeast Asia. In common with many listed entities, the Company may face exposure to the economic and health risks from the pandemic.</p> <p>As noted above, the Board, in consultation with the Audit and Risk Committee is responsible for the oversight and management of all material business risks.</p> <p>Currently, the Company does not have material exposure to environmental or social risks.</p> <p>Going forward, the Board intends to undertake a quarterly review of its risk register and the risk committee structures to monitor the Company's exposure to environmental and social risks. Any</p>



	<p>material environmental or social risks identified will be announced to the market in accordance with the Company's continuous disclosure obligations.</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i></p>	
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The Board has established a Nomination and Remuneration Committee.</p> <p>The Committee is responsible for developing, reviewing and making recommendations on:</p> <ul style="list-style-type: none"> <li>• the Company's remuneration framework for directors, including the process by which any pool of directors' fees approved by security holders is allocated to directors;</li> <li>• the remuneration packages to be awarded to senior executives;</li> <li>• incentive compensation, including equity-based remuneration plans for senior executives and other employees; and</li> <li>• superannuation arrangements for directors, senior executives and other employees.</li> </ul> <p>The Nomination and Remuneration Committee is comprised of three non-executive directors, as follows:</p> <ul style="list-style-type: none"> <li>• Ms Philippa Taylor, Mr Stuart Grimshaw and Mr Harvey Kalman.</li> </ul> <p>The chair of the committee, Ms Philippa Taylor, is an independent, non-executive director.</p> <p>In accordance with the Nomination and Remuneration Committee Charter, the committee will meet as frequently as required to perform its functions.</p> <p>The number of times the committee met throughout FY22 and the individual attendance of committee members is set out in the Company FY22 Annual Report.</p>





	<p>The charter of the Nomination and Remuneration Committee is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p>
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of executive directors and other senior executives.</p>	<p>The policies regarding remuneration of non-executive directors and employment arrangements of executive directors are disclosed in the audited Remuneration Report, which forms part the Company's Annual Report.</p>
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b) disclose that policy or a summary of it.</p>	<p>Under the Company's Trading Policy, certain designated persons are prohibited from entering into transactions or arrangements with anyone which could have the effect of limiting their exposure to risk relating to an element of their remuneration that:</p> <ul style="list-style-type: none"> <li>• has not vested; or</li> <li>• has vested but remains subject to a holding lock.</li> </ul> <p>In addition, the Company has a policy relating to certain designated persons prohibiting the entry into margin lending arrangements relating to the Company's shares, prohibiting short term or speculating trading in the Company's shares or in financial products associated with the Company's securities and prohibiting dealing in financial products associated with the Company's securities.</p> <p>The Company's Trading Policy is available on the Company's website at <a href="http://www.raizinvest.com.au/investors/governance/">www.raizinvest.com.au/investors/governance/</a>.</p>