

RAIZ INVEST LIMITED ACN 615 510 177

Corporate Governance Statement

Raiz Invest Limited (Raiz) is committed to continuously improving our governance practices and views good governance as an essential element, supporting our ability to successfully deliver our strategic objectives and the overall performance of our business.

Our Corporate Governance Statement addresses the recommendations detailed in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition) (ASX CGC Principles and Recommendations) and summarises the governance practices which are in place at Raiz. This Statement is current as at 28 August 2025 and has been approved by the Raiz Board of Directors.

ASX CGC Principles and Recommendations	Summary of Raiz Compliance
<p>Principle 1 – Lay solid foundations for management and oversight</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>Recommendation 1.1</p> <p>A listed entity should have and disclose a board charter setting out:</p> <ul style="list-style-type: none"> 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. 	<p>The Board operates under a Board Charter which sets out the scope of its responsibilities.</p> <p>The Board is committed to maximising the performance of the business and delivering sustainable long-term growth and success.</p> <p>The Board seeks to ensure that Raiz is properly managed to protect stakeholder and shareholder interests, and ensure sound governance. The Board and all officers and staff maintain and promote a culture and environment that supports strong corporate governance.</p> <p>The Board has reserved for itself the following specific responsibilities to:</p> <ul style="list-style-type: none"> • provide leadership and set the strategic objectives of Raiz, and oversee management's performance and implementation of those strategic objectives; • appoint and when necessary, replace the Chair, Non-Executive Directors, the Chief Executive Officer (CEO) and senior executives; • through the Chair, oversee the role of the Company Secretary;



	<ul style="list-style-type: none"> • approve operating budgets and major capital expenditure; • oversee the integrity of accounting and corporate reporting systems, including external audit; • oversee the processes for making timely and balanced disclosure; • set the risk appetite and ensure that an appropriate risk management framework is in place; • approve the remuneration framework; and • monitor the effectiveness of the governance framework and practices. <p>At Board meetings, Directors receive reports and briefings on the business and key developments in areas including 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.</p> <p>The Board has delegated to the CEO the authority to manage the day-to-day affairs of the business and the authority to control the affairs of Raiz 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>The Board Charter is available at https://raizinvest.com.au/corporate-governance</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> 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 	<p>Prior to the appointment of any new director or senior executive appropriate checks are conducted to determine whether the candidate has the capabilities needed for the role and meets fit and proper requirements. These checks include criminal record and bankruptcy history searches.</p> <p>Following appointment, new directors and senior executives attend an onboarding program which includes briefings on the strategy, financial, operational and risk management matters and the governance framework.</p>



<p>relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>The Nomination, Remuneration and Culture Committee (NRCC) assists and advises the Board in relation to the following matters for Non-Executive Directors:</p> <ul style="list-style-type: none">• Board succession planning generally;• induction and continuing professional development programs for directors;• the development and implementation of a process for evaluating the performance of the Board, its committees and directors;• the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and preparing a description of the capabilities required for a particular appointment;• the appointment, election and re-election of directors;• ensuring there are plans in place to manage the succession of the CEO and other senior executives;• remuneration policies and practices for the Board, the CEO, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of Raiz; and• matters related to organisational culture and values. <p>In respect of directors retiring by rotation and standing for re-election, the NRCC assists by assessing and considering a number of factors including 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 of annual general meeting (AGM) material sets out information relevant to a shareholder's assessment and decision making.</p> <p>The NRCC Charter is available at https://raizinvest.com.au/corporate-governance.</p>
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<p>Recommendation 1.3</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 directors and senior executives have entered into written appointment agreements. Specifically:</p> <ul style="list-style-type: none"> • the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and • the CEO and senior executives have entered into employment agreements, setting out the terms and conditions of their employment.
<p>Recommendation 1.4</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 the 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 to the Board and its committees for:</p> <ul style="list-style-type: none"> • advising on governance matters; • coordinating disclosure of information to the ASX and other regulatory bodies; • monitoring that governance policies and procedures are followed; • coordinating the timely completion and dispatch of papers; • ensuring that the business at meetings is accurately recorded in the minutes; • helping to organise and facilitate the induction and professional development of directors.
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>a) have and disclose a diversity policy;</p>	<p>The Board and senior management recognise the value in attracting employees with strong skills and capability and are committed to workforce diversity and inclusion as a strength of the business and an investment in delivering long term shareholder value.</p> <p>The Diversity, Equity and Inclusion Policy was reviewed, updated and approved by the Board in FY25.</p>



<p>b) 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>c) disclose in relation to each reporting period:</p> <ol style="list-style-type: none"> 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either: <ol style="list-style-type: none"> 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 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>The Diversity, Equity and Inclusion (DEI) Policy is available at: https://raizinvest.com.au/corporate-governance.</p> <p>In adopting the DEI Policy, it is the Board's intention to establish measurable annual objectives for gender equality and cultural diversity, taking into account the size, resources and priorities of Raiz. These measures will be regularly reported to the Board and assessed on an annual basis. Raiz currently measures gender equality.</p> <p>The DEI Policy is underpinned and supported by a suite of policies and practices, applicable to all who work at Raiz, and seeks to promote an inclusive environment that attracts and retains well qualified employees, senior management and Board candidates regardless of gender or cultural background, and reflective of diversity of thought and experience.</p> <p>The Board aims to achieve the "40 women/40 men/20 any gender" gender diversity target for the board, senior management and the workforce. This target aims to cultivate a more balanced and effective leadership and a broader range of experiences.</p> <p>The current gender equality outcomes are as follows:</p> <table border="1" data-bbox="719 1198 1147 1451"> <thead> <tr> <th></th><th>FY2025</th></tr> </thead> <tbody> <tr> <td>Board</td><td>60% M 40% F</td></tr> <tr> <td>Senior Management</td><td>66% M 34% F</td></tr> <tr> <td>Workforce</td><td>55% M 45% F</td></tr> </tbody> </table>		FY2025	Board	60% M 40% F	Senior Management	66% M 34% F	Workforce	55% M 45% F
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<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ol style="list-style-type: none"> a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b) disclose for each reporting period whether a performance evaluation was undertaken in 	<p>The Board conducts annual evaluations of its performance, including its committees.</p> <p>A formal evaluation of the overall performance of the Board and the performance of each of the Audit, Risk & Technology and Nomination, Remuneration and Culture Committees, was conducted by an external governance advisor in July 2025 in respect of financial year ending 30 June 2025.</p> <p>Directors will consider the outcomes of the review and develop appropriate actions to improve performance where relevant.</p>								



accordance with that process during or in respect of that period.	<p>In accordance with the Board Charter, each Director's performance is 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 its recommendation to shareholders on the re-election of the director (in the absence of the director involved). The Board (excluding the Chair) will conduct a review of the Chair's performance, when standing for re-election. Raiz discloses information relevant to a decision whether or not to elect or re- elect a director in the notice of meeting for the AGM.</p>
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<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none">a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; andb) 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>The Board conducts an annual performance assessment of the CEO against a range of key performance indicators which are aligned to strategic objectives as well as short and long-term goals.</p> <p>The CEO undertakes assessments of senior executives including consideration of the senior executive's function, individual targets, group targets, and the overall performance of Raiz.</p> <p>Performance evaluation of senior executives takes into consideration both qualitative and quantitative measures, together with remuneration recommendations which must be approved by the Board after consultation with the Nomination, Remuneration and Culture Committee.</p>
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	<p>A formal evaluation of the CEO's and senior executive performance was conducted in respect of FY25. The outcomes of this process for executives is included in the Remuneration Report outlined in the Raiz 2025 Annual Report.</p>
<p>Principle 2 – Structure the board to be effective and add value.</p> <p><i>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 it operates, to enable it to discharge its duties effectively and to add value.</i></p>	
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 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 <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>The Board has established a Nomination, Remuneration and Culture Committee (NRCC), which has authority and power to exercise the roles and responsibilities granted to it under the NRCC Charter, and any other resolutions of the Board from time to time.</p> <p>The committee's responsibilities include advising and making recommendations to the Board on the following matters:</p> <ul style="list-style-type: none"> • 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 CEO and senior executives; • Remuneration policies and practices for the Board, CEO, senior executives and other key individuals; and • Matters relating to organisational culture and company values. <p>The NRCC is chaired by an independent director who is not the chair of the Board and for the majority of the reporting period, the committee comprised a majority of three independent non-executive directors. In accordance with the NRCC Charter, the committee meets as frequently as required to perform its functions.</p> <p>Committee members, the number of times the committee met throughout the financial year and the individual attendance of committee members is set out in the Raiz 2025 Annual Report.</p> <p>The NRCC charter is available at https://raizinvest.com.au/corporate-governance</p>



<p>Recommendation 2.2</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 the vision, strategy, values and purpose, the individual personal attributes of each director are as critical as the skills they bring to their role. There is an expectation that each director should demonstrate sound business judgement, a strategic view, integrity, a readiness to constructively question, challenge and critique, and leadership qualities.</p> <p>The Board aims to achieve a range of skills, knowledge and 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 the composition of the board is appropriate to effectively discharge its responsibilities.</p> <p>Requisite skills include experience and knowledge in corporate strategy and risk management, strategic marketing, financial products and markets, financial services, technology & cyber security, regulatory compliance, people and culture.</p> <p>A review of the Board skills matrix was completed during FY25 and the Board considers it has an appropriate mix of skills and expertise.</p>
<p>Recommendation 2.3</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>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</p>	<p>Information about Raiz Directors including experience, qualifications and term is disclosed in the Directors Repost in the Raiz 2025 Annual Report.</p> <p>The Board considers each of its non-executive directors to be independent.</p> <p>The Board regularly assesses the independence of each director in light of the interests and any conflicts disclosed by them. That assessment is made at least</p>



<p>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>annually or at the time the Board considers candidates for election to the Board.</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>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>For the reporting period, the Board comprised a majority of independent Directors. All of the Board's four non-executive Directors are considered to be independent directors.</p>
<p>Recommendation 2.5</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 Ms. Kelly Humphreys, who is an independent, non-executive director.</p> <p>The Managing Director/ CEO of the Company is Mr. Brendan Malone.</p>
<p>Recommendation 2.6</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 an induction and onboarding program on appointment, and any continuing education or training arranged for them.</p> <p>Directors are encouraged and supported to undertake appropriate professional development opportunities.</p>
<p><i>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly.</i></p> <p><i>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>	
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>	<p>Raiz core values are:</p> <ul style="list-style-type: none"> • Honesty & Trust – 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. • Respect – we respect all people; their ideas and cultures and our words and actions must reflect this respect. • Customer-centric – we are committed to a customer-centric approach to our product offerings and services. We respond to customers in a prompt and timely manner.



	<ul style="list-style-type: none"> • Always do the right thing – we act in a professional manner consistent with reasonable expectations of our customers, investors and the broader community. • Environment – we are committed to acting responsibly towards the environment.
Recommendation 3.2 A listed entity should: <ul style="list-style-type: none"> 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. 	<p>The Board has adopted a Code of Conduct which sets out the values, commitments, ethical standards and policies of Raiz and outlines the standards of conduct expected, taking into account the legal and other obligations to its stakeholders.</p> <p>The Code of Conduct applies to all directors, officers, employees, contractors, consultants, and other persons that act on behalf of Raiz.</p> <p>The Board is informed of any material breaches of the Code of Conduct.</p> <p>The Code of Conduct and Ethics policy was reviewed, updated and approved by the Board during FY25.</p> <p>The Code of Conduct is available at https://raizinvest.com.au/corporate-governance</p>
Recommendation 3.3 A listed entity should: <ul style="list-style-type: none"> 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. 	<p>The Board has adopted a Whistleblower Policy which sets out how employees can report and how Raiz investigates incidents of unlawful, unethical or irresponsible behavior that is not in accordance with the Code of Conduct. Employees are encouraged to make reports under the Whistleblower Policy and Raiz is committed to ensuring that they are protected and supported in accordance with the protections set out in the Whistleblower Policy and the law.</p> <p>Material incidents are reported to the Risk and Technology Committee and the Board.</p> <p>The Whistleblower Policy is available at https://raizinvest.com.au/corporate-governance</p>
Recommendation 3.4 A listed entity should: <ul style="list-style-type: none"> a) have and disclose an anti-bribery and corruption policy; and 	<p>The Board has adopted an Anti-bribery and Corruption Policy which sets out the policy on bribes, gifts and hospitality, facilitation payments, political contributions and charitable contributions. Raiz is committed to ensuring there are in place effective systems to counter bribery and</p>



<p>b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	<p>related improper conduct and to monitoring and enforcing these systems.</p> <p>Material incidents are reported to the Risk and Technology Committee and the Board.</p> <p>The Anti-bribery and Corruption Policy is available on the Company's website at https://raizinvest.com.au/corporate-governance</p>
<p>Principle 4 – Safeguard the integrity of corporate reports.</p> <p><i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i></p>	
<p>Recommendation 4.1</p> <p>The Board of a listed entity should:</p> <p>a) have an audit committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> 3) the charter of the committee; 4) the relevant qualifications and experience of the members of the committee; and 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>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 Board has established an Audit Committee (AC) which has the authority and power to exercise the roles and responsibilities granted to it under the AC Charter, and any other resolutions of the Board from time to time.</p> <p>The committee's responsibilities include advising and making recommendations to the Board on the following matters:</p> <ul style="list-style-type: none"> • appointing the external auditors; • overseeing the integrity of financial reporting systems and financial statements; and • ensuring effective internal controls are in place to ensure that compliance obligations are met. <p>The AC is chaired by an independent director who is not the chair of the Board. For the majority of the reporting period, the committee comprised of three independent non-executive directors.</p> <p>In accordance with the AC Charter, the committee will meet as frequently as required to perform its functions.</p> <p>The committee members, their relevant qualifications and experience, the number of times the committee met throughout the financial year and the individual attendance of committee members is set out in the Raiz 2025 Annual Report.</p> <p>The AC Charter is available at https://raizinvest.com.au/corporate-governance</p>



<p>Recommendation 4.2</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 business.</p> <p>The Board has received and considered a declaration from the CEO and CFO in relation to the financial statements in accordance with section 295 of the Corporations Act 2001 and ASX Recommendation 4.2 that in their opinion:</p> <ul style="list-style-type: none"> • the financial statements of the company have been properly maintained; • 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 • their opinion has been formed on the basis of a sound system of risk management and internal compliance and control systems, which are operating effectively.
<p>Recommendation 4.3</p> <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>The Board has adopted a Disclosure and Communication Policy which sets out the process for review and release of announcements to the market.</p> <p>Any periodic corporate reports which are not reviewed by an external auditor (for example the Quarterly Report and Appendix 4C) are reviewed by the Board, Company Secretary, CFO, CEO and other advisors or subject matter experts where relevant, in accordance with this policy.</p> <p>The Disclosure and Communications Policy is available at https://raizinvest.com.au/corporate-governance</p>
<p>Principle 5 – Make timely and balanced disclosure.</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>Recommendation 5.1</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 our commitment to the objective of promoting investor confidence and the rights of shareholders by:</p> <ul style="list-style-type: none"> • complying with the continuous disclosure obligations imposed by law; • ensuring that market announcements are presented in a factual, clear and balanced way; • ensuring that all shareholders have equal and timely access to material information concerning Raiz; and • communicating effectively with shareholders and making it easy for them to participate in general meetings. <p>The Disclosure and Communication Policy is available at https://raizinvest.com.au/corporate-governance</p>
<p>Recommendation 5.2</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>Recommendation 5.3</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 Disclosure and Communication Policy, ahead of any new and substantive investor or analyst presentations, a copy of all material is released to the ASX Announcement Platform in advance of the presentation.</p>
<p><i>Principle 6 – Respect the rights of security holders.</i></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>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Information regarding Raiz and its governance practices is available at https://raizinvest.com.au/investors/governance/</p> <p>The website URL is www.raizinvest.com.au.</p>



<p>Recommendation 6.2</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 open and effective communication with its shareholders and other stakeholders to enable them to make informed investment decisions.</p> <p>Communications include:</p> <ul style="list-style-type: none"> • making timely announcements; • posting relevant information on its website; • by inviting shareholders to make direct enquiries to Raiz; • general meetings; • engaging with institutional investors and stockbrokers; and • attending investor days and presentations, <p>The Disclosure and Communications Policy is available at https://raizinvest.com.au/corporate-governance</p> <p>Shareholders can also contact Raiz at ir@raizinvest.com.au</p>
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Raiz shareholders are encouraged to participate in general meetings. The notice of general meetings and proposed resolutions are provided to shareholders in advance of a general meeting.</p> <p>As set out in the constitution, shareholders may:</p> <ul style="list-style-type: none"> • attend meetings in person; • appoint a proxy, attorney or representative to vote on their behalf; or • at the directors' determination, directly vote on the resolution(s) proposed at the relevant meeting. <p>A general meeting is an opportunity for shareholders to ask questions of the Board and the external auditor attends the meeting and is available to answer questions about the audit and the preparation and content of the auditor's report.</p>
<p>Recommendation 6.4</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>	<p>All resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. Results are lodged with the ASX and published on our website following the meeting.</p>



<p>Recommendation 6.5</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>Shareholders may elect to receive information from Raiz and its registry electronically. Otherwise, communications will be by post to shareholders who have not elected to receive information electronically.</p> <p>Raiz's share registry manages shareholder communication preferences https://raizinvest.com.au/investors/share-registry/.</p>
<p>Principle 7 – Recognise and manage risk.</p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>	
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <ol style="list-style-type: none"> a) have a committee or committees to oversee risk, each of which: <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: <ol style="list-style-type: none"> 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 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>The Board has established a Risk & Technology Committee (RTC) which has authority and power to exercise the roles and responsibilities granted to it under the RTC Charter, and any other resolution of the Board from time to time.</p> <p>The committee's responsibilities relating to risk include advising and making recommendations to the Board on the following matters:</p> <ul style="list-style-type: none"> • the effectiveness of the risk management framework; • that decisions align with agreed risk appetite and risk tolerance levels; • that key strategic and operational risks are effectively managed; and • that effective internal controls are in place to ensure compliance obligations are met. <p>The RTC is chaired by an independent director who is not a chair of the Board and for the majority of the reporting period the committee comprised of three independent non-executive directors.</p> <p>In accordance with the RTC Charter, the committee will meet as frequently as required to perform its functions.</p> <p>Committee members, the number of times the committee met throughout the financial year and the individual attendance of committee members is set out in the Raiz 2025 Annual Report.</p> <p>The RTC Charter is available at https://raizinvest.com.au/corporate-governance</p>



<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> 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 b) disclose, in relation to each reporting period, whether such a review has taken place. 	<p>Raiz views risk management as a continuous process, integral to achieving our strategic objectives, effectively managing our assets, creating and maintaining shareholder value and delivering positive customer experiences.</p> <p>Raiz has a number of committees reviewing risk issues including the Board Audit Committee and the Risk & Technology Committee. Management committees review specific risk areas including the Compliance Committee, the Cyber, Data and Information Security Risk Committee, the Investment Committee and Operational Risk Committee.</p> <p>During FY25 Raiz reviewed and updated its risk register and Risk Appetite Statement (RAS). A detailed review of the Risk Management Program, including the Risk Management Framework (RMF) and RAS was undertaken in FY25 by the newly appointed Chief Risk Officer. A 'Risk Maturation Program' is now in place with a range of enhancements that will be prioritised and implemented over the coming year.</p> <p>The Board intends to undertake ongoing quarterly reviews of its key risk indicators. Along with an annual review of the RMF will ensure the framework remains appropriate and sound, continues to achieve its objectives and that the business is operating effectively within the Board approved risk appetite.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> a) if it has an internal audit function, how the function is structured and what role it performs; or 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>Given the scale of Raiz there is no formal internal audit function. As set out in the Audit Committee Charter, the committee has responsibility to ensure that there are appropriate internal audit systems and controls in place, and to oversee the effectiveness of these controls. The committee is also responsible for conducting investigations into breaches or potential breaches of these internal controls.</p> <p>The Risk & Technology Committee is responsible for oversight of the risk profile which describes the material risks facing Raiz, regularly reviewing and updating this risk profile and assessing and ensuring that there are internal controls in place for determining and managing operational key risks.</p> <p>In addition, independent third-party experts are contracted for specific assurance testing and this will continue until Raiz is of the scale to justify an internal audit function.</p>

**Recommendation 7.4**

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.

The Board, in consultation with the Audit Committee and the Risk & Technology Committee, are responsible for the oversight and management of all material business risks.

The Board is not aware of any material exposure to environmental or social risks.

The Board will monitor exposure to environment and social risks through regular risk reviews and reporting. Any material environment or social risks identified will be actioned and announced to the market in accordance with our continuous disclosure obligations.



Principle 8 – Remunerate fairly and responsibly.

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.

Recommendation 8.1

The board of a listed entity should:

- a) have a remuneration 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

The Board has established a Nomination, Remuneration and Culture Committee (NRCC).

The NRCC responsibilities include making recommendations on:

- the remuneration framework for directors, including the process by which any pool of directors' fees approved by security holders is allocated to directors;
- the remuneration packages to be awarded to senior executives;
- incentive compensation, including equity-based remuneration plans for senior executives and other employees; and
- superannuation arrangements for directors, senior executives and other employees.

The NRC is chaired by an independent director who is not the chair of the Board and for the majority of the reporting period, the committee comprised of three independent non-executive directors.



<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>In accordance with the NRCC Charter, the committee will meet as frequently as required to perform its functions.</p> <p>Committee members, the number of times the committee met throughout FY25 and the individual attendance of committee members is set out in the Raiz 2025 Annual Report.</p> <p>The NRCC Charter is available at https://raizinvest.com.au/corporate-governance</p>
<p>Recommendation 8.2</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 Raiz 2025 Annual Report.</p>
<p>Recommendation 8.3</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>The Raiz Trading Policy applies to all Directors, contractors and employees and sets out the circumstances in which Directors, contractors and employees may trade in Raiz shares. Trading is not permitted during defined restricted periods and prohibits certain designated persons from entering into transactions or arrangements which could have the effect of limiting their exposure to economic risk relating to an element of their remuneration that:</p> <ul style="list-style-type: none"> • has not vested; or • has vested but remains subject to a holding lock. <p>In addition, the policy prohibits the entry into margin lending arrangements relating to Raiz shares, prohibits short term or speculative trading in Raiz shares or in financial products associated with Raiz securities and prohibits dealing in financial products associated with Raiz securities.</p> <p>The Raiz Trading Policy is available at https://raizinvest.com.au/corporate-governance</p>