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Raiz Invest Limited
Level 11, 2 Bulletin Place
Sydney, NSW 2000
ACN: 615 510 177

https://raizinvest.com.au/

Raiz Invest Limited

Notice of 2021 Annual General Meeting

Explanatory Statement | Proxy Form

Friday, 26 November 2021

11:00AM AEDT

Virtual Meeting

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2021 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 27 October 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://raizinvest.com.au/investors/asx-announcements/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2021 AGM as a virtual meeting, in a manner that is consistent with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth).

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00AM AEDT on Friday 26 November 2021as a **virtual meeting**.

Shareholders will be able to attend and participate in the Virtual Meeting (which will be broadcast as a live webinar):

a. From their computer, by entering the URL into their browser: https://web.lumiagm.com/307-463-579

b. From their mobile device by either entering the URL in their browser: https://web.lumiagm.com/307-463-579.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at ir@raizinvest.com.au at least 48 hours before the AGM.

All resolutions will be by poll

Voting at the meeting on each of the Resolutions set out in the Notice of Meeting will be conducted by a poll.

Your vote is important

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The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

A shareholder entitled to attend and vote at the AGM may vote by:

(a) Attending the Meeting virtually; or

(b) Appointing a proxy, attorney or in the case of a corporate shareholder, a corporate representative, to vote at this AGM on their behalf.

ONLINE VOTING PROCEDURES DURING THE AGM

If you choose to participate in the AGM online, you can log in to the meeting via https://web.lumiagm.com and entering:

1. The meeting ID, which is: 307-463-579.
2. Your username, which is your HIN or SRN (located on any recent statement or documentation).
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
4. If you have been nominated as a third party proxy, please contact Computershare Investor Services Pty Limited on 03 9415 4024 during the online registration period which will open 1 hour before the start of the Meeting.

Computershare Investor Services' online voting user guide can be accessed via the following link: www.computershare.com.au/onlinemeetingguide.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at www.investorvote.com.au and follow the prompts. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Raiz Invest Limited ACN 615 510 177 will be held at 11:00AM AEDT on Friday 26 November 2021 as a **virtual meeting** (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00PM AEDT on Wednesday 24 November 2021.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

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Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2021."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

(b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Election of Director

2. **Resolution 2** – Election of Mr Brendan Malone as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Mr Brendan Malone, a Director appointed as an additional Director and holding office until the next annual general meeting of the Company after his appointment in accordance with the Company's Constitution, be elected as a Director of the Company, effective immediately."

ASX Listing Rule 7.1A (Additional 10% Capacity)

3. **Resolution 3** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time

of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of Shares

4. **Resolution 4** – Ratification of Prior Issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 5,466,667 Placement Shares issued on 6 May 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

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(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 5** – Ratification of Prior Issue of Tranche 2 Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 1,333,333 Placement Shares issued on 20 May 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Ratification of Prior Issue of Superestate Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 5,300,000 Shares issued on 29 July 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Maximum Aggregate Amount of Non-Executive Directors' Fees

7. **Resolution 7** – Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration that may be paid to the Company's non-executive directors in any financial year is increased by $137,000, from $270,000 to $407,000, effective immediately."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

(a) any Director of the Company; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

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(ii) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and
(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(i) the proxy is the Chair of the Meeting; and
(ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Issue of Incentive Securities under Long Term Equity Incentive Plan

8. **Resolution 8** – Approval of Grant of Options to Mr George Lucas, Director of the Company, under the Long Term Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders approve the issue and allotment of 500,000 Unlisted Options under the Long Term Equity Incentive Plan to Mr George Lucas, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes on Resolution 8:

(a) cast in favour by or on behalf of each Director who is eligible to participate in the Incentive Plan (being Mr George Lucas, Mr Brendan Malone, Mr David Gordon and Ms Kelly Humphreys) and each of their Associates; or

(b) cast as a proxy by any member of the KMP or their Closely Related Parties, who is not directed how to vote.

However, this does not apply to a vote cast in favour of Resolution 8 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution,

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in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(i) the proxy is the Chair of the Meeting; and

(ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

9. **Resolution 9** – Approval of Grant of Options to Mr Brendan Malone, Director of the Company, under the Long Term Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders approve the issue and allotment of 300,000 Unlisted Options under the Long Term Equity Incentive Plan to Mr Brendan Malone, Director of the Company (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes on Resolution 9:

(a) cast in favour by or on behalf of each Director who is eligible to participate in the Incentive Plan (being Mr George Lucas, Mr Brendan Malone, Mr David Gordon and Ms Kelly Humphreys) and each of their Associates; or

(b) cast as a proxy by any member of the KMP or their Closely Related Parties, who is not directed how to vote.

However, this does not apply to a vote cast in favour of Resolution 9 by:

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(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(i) the proxy is the Chair of the Meeting; and

(ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD



Andrew Palfreyman
Company Secretary

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Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00AM AEDT on Friday 26 November 2021 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at https://raizinvest.com.au/investors/results-reports/.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 19 November 2021.

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Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at https://raizinvest.com.au/investors/results-reports/.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2022 Annual General Meeting (**2022 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2022 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2022 AGM. All of the Directors who were in office when the 2022 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Election of Director

Resolution 2 – Election of Mr Brendan Malone as Director

Article 10.9 of the Constitution provides that a Director appointed either to fill a casual vacancy or as an addition to the existing Directors holds office until the conclusion of the next annual general meeting of the Company and is eligible for election at that meeting.

On 17 September 2021, Mr Brendan Malone was appointed as an additional Director of the Company and has since served as a Director of the Company. He is an Executive Director and Joint Group CEO of the Company.

Under this Resolution, Brendan seeks election as a Director of the Company at this AGM.

Mr Malone is the Co-founder and Joint Group CEO of Raiz Invest Limited. He has over 20 years' experience in financial institutions including The Royal Bank of Scotland (RBS) and ABN AMRO (AMRO).

Brendan has extensive experience across all aspects of investment banking, client coverage and strategy, along with compliance and all operational functions. Brendan is known for his ability to innovate and operate at a highly strategic level, whilst driving operational excellence with a strong attention to detail. He has led large scale workforces across most front and back office functions. He has delivered transformational agendas resulting in significant synergies through mergers, acquisitions, restructuring and downsizing. Brendan has experience working across various continents, jurisdictions, legislations and regulatory environments as well as cultures in both developed and emerging economies. Brendan's previous roles have consisted of both front and back office functions across key financial hubs including London, Hong Kong, Singapore and Sydney.

Brendan graduated from the University of Newcastle with a Bachelor of Commerce, majoring in accounting and finance. He is a member of both The Chartered Institute of Management Accountants and the Australian Institute of Company Directors.

Directors' recommendation

The Directors (excluding Mr Brendan Malone) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently $300 million).

As at the date of this Notice of Meeting, the Company has a market capitalisation of approximately $150 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

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An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

(b) the time and date of the entity's next annual general meeting; and

(c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities (namely, ordinary shares) and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 Trading Days on which trades in that class were recorded immediately before:

(a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and

(b) if the equity securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

(a) raising funds to further develop the Company's business expansion in both Australia and Southeast Asia; and

(b) raising funds to be applied to the Company's working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

(a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

(b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		$0.8625 50% decrease in issue price	**$1.725 issue prices[(b)]**	**$3.45 100% increase in issue price**
"A" is the number of shares on issue, being 87,261,174 Shares[(a)]	**10% voting dilution[(c)]**	8,726,117	8,726,117	8,726,117
	Funds raised	$7,526.276	$15,052,552	$30,105,104
"A" is a 50% increase in shares on issue, being 130,891,761 Shares	**10% voting dilution[(c)]**	13,089,176	13,089,176	13,089,176
	Funds raised	$11,289,414	$22,578,829	$45,157,657
"A" is a 100% increase in shares on issue, being 174,522,348 Shares	**10% voting dilution[(c)]**	17,452,234	17,452,234	17,452,234
	Funds raised	$15,052,552	$30,105,104	$60,210,207

Notes:

(a) Based on the total number of fully paid ordinary Shares on issue as at 14 October 2021.

(b) Based on the closing price of the Company's Shares on ASX as at 14 October 2021.

(c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.

(d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

(e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

(a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
(b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
(c) the potential effect on the control of the Company;
(d) the Company's financial position and the likely future capital requirements; and
(e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserves its right to determine at the time of any issue of equity securities under Listing Rule 7.1A the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties)

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including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Services Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	**Terms of the securities issued**	**Price and discount to closing market price on the date of issue (if any) or agreement to issue**	**Consideration details**	**Allottees of the Securities**
Issued on 6 May 2021				
5,466,667 Fully Paid Ordinary Share	Issue of Tranche 1 Placement Shares to institutional investors under the Placement as announced by the Company on 30 April 2021. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1A. The shares were fully paid on issue and ranked equally in all aspects with existing fully paid ordinary shares previously issued by the Company.	Issue price of $1.50 per share. Closing market price on the 27 April 2021 was $1.655, representing a 9.4% discount.	Cash consideration of $8,200,000.50	Institutional investors
Issued on 20 May 2021				
1,333,333 Fully Paid Ordinary Share	Issue of Tranche 2 Placement Shares to institutional investors under the Placement as announced by the Company on 30 April 2021. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1A. The shares were fully paid on issue and ranked equally in all aspects with existing fully paid ordinary shares previously	Issue price of $1.50 per share. Closing market price on the 27 April 2021 was $1.655, representing a 9.4% discount.	Cash consideration of $1,999,999.50	Institutional investors

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	issued by the Company.			

Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")	6,800,000
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)	8.26%

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this resolution.

Ratification of Prior Issue of Shares

Resolutions 4 and 5 – Ratification of Prior Issue of Tranche 1 Placement Shares and Tranche 2 Placement Shares under ASX Listing Rule 7.1A

Background

On 30 April 2021, the Company announced that it had received firm commitments from institutional investors to raise $10.2 million (before costs) via the issue of 6,800,000 Shares at an issue price of $1.50 (**Placement Shares**). The Placement Shares were issued in two tranches: 5,466,667 Tranche 1 Placement Shares were issued on 6 May 2021 and 1,333,333 Tranche 2 Placement Shares were issued on 20 May 2021.

All Placement Shares were issued under the Company's existing capacity under ASX Listing Rule 7.1A.

ASX Listing Rules 7.1 and 7.1A

Shareholder approval is being sought to approve and ratify the prior issue of:

(a) 5,466,667 Tranche 1 Placement Shares under Listing Rule 7.1A (**Resolution 4**); and

(b) 1,333,333 Tranche 2 Placement Shares under Listing Rule 7.1A (**Resolution 5**),

on 6 May 2021 and 20 May 2021, respectively.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of the Tranche 1 Placement Shares and the Tranche 2 Placement Shares did not fit within any of the exceptions in ASX Listing Rule 7.2 and, as they have not been approved by Shareholders, it effectively uses up part of the additional 10% limit in Listing Rule 7.1A, reducing the Company's

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capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A for the 12 month periods following the date of issue of the Tranche 1 Placement Shares and Tranche 2 Placement Shares (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the Tranche 1 Placement Shares and Tranche 2 Placement Shares for the purposes of Listing Rule 7.4.

If Resolutions 4 and 5 are passed, the issue of the Tranche 1 Placement Shares and Tranche 2 Placement Shares under the Placement will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date.

If Resolutions 4 and 5 are not passed, the issue of the Tranche 1 Placement Shares and Tranche 2 Placement Shares under the Placement will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

(a) The Tranche 1 Placement Shares and Tranche 2 Placement Shares were issued to institutional investors identified by the lead manager to the Placement.

(b) The Company issued 5,466,667 Tranche 1 Placement Shares and 1,333,333 Tranche 2 Placement Shares.

(c) The Tranche 1 Placement Shares and Tranche 2 Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(d) The Tranche 1 Placement Shares were issued on 6 May 2021 and the Tranche 2 Placement Shares were issued on 20 May 2021.

(e) Each of the Tranche 1 Placement Shares and Tranche 2 Placement Shares were issued at an issue price of $1.50 per Share, raising $10.2 million in aggregate (before costs).

(f) Funds raised from the issue of the Shares have been and will be used by the Company to accelerate customer growth, develop new products and services, expand into new geographies and integrate the acquisition of Superestate.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this resolution.

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Resolution 6 – Ratification of Prior Issue of Superestate Shares

Background

On 28 April 2021, the Company announced that it had agreed to acquire 100% of the issued capital in Superestate Pty Ltd (**Superestate**), a niche integrated superannuation and Australian residential property investment platform.

As part of the agreement to acquire Superestate, the Company agreed to issue to the Superestate vendors 5,300,000 Shares at a deemed issue price of $1.7845, based on an agreed VWAP, valuing Superestate at $9.5 million.

On 29 July 2021, at completion of the acquisition of Superestate, the Company issued 5,300,000 Shares to the vendors of Superestate (**Superestate Shares**) by utilising the Company's existing capacity under Listing Rule 7.1.

The Superestate Shares were issued subject to voluntary escrow arrangements from the date of completion of the Superestate acquisition, as set out below:

1. 400,863 Superestate Shares subject to a voluntary escrow period of 3 months, ending on 28 October 2021;
2. 319,177 Superestate Shares subject to a voluntary escrow period of 6 months, ending on 28 January 2022;
3. 1,648,728 Superestate Shares subject to a voluntary escrow period of 12 months, ending on 28 July 2022; and
4. 2,931,232 Superestate Shares subject to a voluntary escrow period of 24 months, ending on 28 July 2023

ASX Listing Rule 7.1

This Resolution proposes that Shareholders approve and ratify the prior issue and allotment of 5,300,000 Superestate Shares which were issued on 29 July 2021 (**Issue Date**).

All of the Superestate Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Superestate Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 6 seeks Shareholder approval to subsequently approve the issue of Superestate Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Superestate Shares will be excluded in calculating the

Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of Superestate Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

(a) The Superestate Shares were issued to the Superestate vendors. There were a total of 37 vendors of Superestate shares, with the majority Superestate shareholder being Brits Pty Ltd as trustee for the Brits Family Trust.

(b) The Company issued 5,300,000 Shares.

(c) The Superestate Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company, although were subject to voluntary escrow arrangements as described above.

(d) The Superestate Shares were issued on 29 July 2021.

(e) The Superestate Shares were issued at a deemed issue price of $1.7845 per Share as consideration for the acquisition of Superestate.

(f) Funds were not raised from the issue of the Superestate Share as the Superestate Shares were issued to acquire Superestate.

(g) The Superestate Shares were issued under an agreement between the Company and the vendors of Superestate. The material terms of the agreement are set out in Annexure A of this Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this resolution.

Maximum Aggregate Amount of Non-Executive Directors' Fees

Resolution 7 – Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees

In accordance with Listing Rule 10.17 and Article 10.11 of the Constitution, Shareholder approval is sought to increase the maximum aggregate amount available for non-executive directors' remuneration in any financial year by $137,000, from $270,000 to $407,000. As disclosed in the Company's prospectus lodged with ASIC on 9 May 2018, the aggregate remuneration amount is presently fixed at $270,000.

The Executive Directors seek Shareholder approval to increase the aggregate amount of directors' fees for non-executive directors as:

(a) it is important to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors; and

(b) the size of the proposed increase would be consistent with other ASX listed entities of similar market capitalisation.

It is not intended that should this Resolution be passed, the maximum aggregate of the fees of non-executive directors would be utilised immediately.

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The proportion remaining unused will provide the Company with the ability to attract and retain high quality directors, to make any appropriate increases to the size of the Board, and to increase fees in the future in line with market conditions.

It is proposed that the increase in the maximum aggregate amount of fees for non-executive directors will take effect immediately after this Meeting. However, the increased fee cap is only a maximum figure, and will not necessarily be fully used in any given year.

As required by Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors in the preceding three years (from the date of this Meeting) under Listing Rules 10.11 or 10.14:

Date of issue	Non-executive director	Terms and number of securities issued
1 January 2020	David Gordon	Listing Rule 10.14: Issued 85,252 Options under the Long Term Equity Incentive Plan (as approved by Shareholders on 12 November 2019).
1 January 2020	Nina Finlayson	Listing Rule 10.14: Issued 85,252 Options under the Long Term Equity Incentive Plan (as approved by Shareholders on 12 November 2019).
1 January 2020	Peter Anthony Fay	Listing Rule 10.14: Issued 85,252 Options under the Long Term Equity Incentive Plan (as approved by Shareholders on 12 November 2019).

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution. As noted in the Proxy Form, the Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Issue of Incentive Securities under the Long Term Equity Incentive Plan

Resolutions 8 and 9 – Approval of Grant of Options to Mr George Lucas and Mr Brendan Malone, Directors of the Company, under the Long Term Equity Incentive Plan

Background

Adoption of the Company's Long Term Equity Incentive Plan (**Incentive Plan**) was approved by Shareholders on 19 November 2020.

Resolutions 8 and 9 seek Shareholder approval under ASX Listing Rule 10.14 to grant 500,000 unlisted Options to George Lucas, and 300,000 unlisted Options to Brendan Malone, each a Director of the Company, under the Company's Incentive Plan, as part of their remuneration. The Company proposes to grant the options as an incentive payment to Mr Lucas and Mr Malone in recognition of their performance against KPIs, based on professionalism, compliance, customer satisfaction, as well as operating revenue. The KPIs were set by the Board with advice from the Remuneration Committee based on their job descriptions, as well as the short and long term goals of the Company.

A summary of the material terms of the Incentive Securities are as follows:

Type of Incentive Security	Material terms

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Options	• Exercise price: 25% premium to the VWAP of the Company's shares in the five Trading Days prior to the grant of the Options (**Grant Date**) • Vesting: the Options vest three years from the Grant Date. Other than time, the options are not subject to any vesting conditions or performance hurdles. • Expiry: the Options expire five years from the Grant Date if not exercised prior. • Issue: the Options will be issued within one month from the date of the meeting and are being issued for nil consideration pursuant to the terms of the Incentive Plan.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

(a) a director of the Company;
(b) an associate of a director of the Company; or
(c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr Lucas and Mr Malone are each a current Director of the Company, the proposed issue of Incentive Securities constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolutions 8 and 9 seek the required Shareholder approval to issue the Incentive Securities to Mr George Lucas and Mr Brendan Malone under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14 for Resolutions 8 and 9, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If Resolutions 8 and 9 are passed, the Company will be able to proceed with the proposed issue of Incentive Securities to Mr George Lucas and Mr Brendan Malone. Furthermore, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1, and the issue of such Options will not count towards the Company's capacity to issue equity securities under Listing Rule 7.1.

If Resolutions 8 and 9 are not passed, the Company will not be able to proceed with the proposed issues and may instead decide to pay Mr George Lucas and Mr Brendan Malone a cash bonus.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person for whom there is reasonable grounds to believe will become a "related party" of a public company.

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The non-conflicted Directors of the Company (being the Board with Mr George Lucas and Mr Brendan Malone removed from discussions) carefully considered the issue of these Incentive Securities, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Securities, and the responsibilities held by Mr George Lucas and Mr Brendan Malone in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Securities to Mr George Lucas and Mr Brendan Malone falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolutions 8 and 9. Therefore, the proposed issue of Options to Mr George Lucas and Mr Brendan Malone requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities to Mr George Lucas and Mr Brendan Malone is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

(a) The allottees are Mr George Lucas (or his nominee) and Mr Brendan Malone (or his nominee).

(b) Mr Lucas and Mr Malone are each a Director of the Company and therefore fall into category 10.14.1 of the Listing Rules.

(c) The number of Incentive Securities to be granted to Mr Lucas is 500,000 unlisted Options which can be exercised into an equivalent number of Shares (subject to adjustment in accordance with the ASX Listing Rules). The number of Incentive Securities to be granted to Mr Malone is 300,000 unlisted Options which can be exercised into an equivalent number of Shares (subject to adjustment in accordance with the ASX Listing Rules).

(d) The total remuneration package received by Mr George Lucas as disclosed in the Company's annual report for the year ended 30 June 2021 is:

Item	**$**
Salary and fees	591,667 (including cash bonus of 100,000)
Superannuation contributions	21,637
Long service leave accrued during the financial year	4,837
Share based payments	224,338
TOTAL	842,479

The total remuneration package received by Mr Brendan Malone as disclosed in the Company's annual report for the year ended 30 June 2021, which was prior to Mr Malone's appointment as Joint Group CEO and Executive Director, is:

Item	**$**
Salary and fees	532,208 (including cash bonus of 150,000)
Superannuation contributions	21,637

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Long service leave accrued during the financial year	12,032
Share based payments	95,137
TOTAL	661,014

(e) Since the Incentive Plan was last approved by Shareholders on 19 November 2020, the Company has issued the following Incentive Securities to Mr George Lucas

Name	Number of securities received	Acquisition price for each security
Mr George Lucas	500,000 Options	Nil consideration
Mr Brendan Malone	300,000 Options	Nil consideration

(f) The material terms of the Incentive Securities are as follows:

(i) Exercise price: 25% premium to the VWAP of the Company's shares in the five Trading Days prior to the grant of the Options

(ii) Vesting: the Options vest three years from the Grant Date. Other than time, the options are not subject to any vesting conditions or performance hurdles.

(iii) Expiry: the Options expire five years from the Grant Date if not exercised prior.

The Company has chosen this type of security to align Director remuneration with the performance of the Company.

The Company has given the Options an indicative value of $246,952 for the Incentive Securities to Mr Lucas and $148,172 for the Incentive Securities to Mr Malone based on the standard Black-Scholes model. The indicative valuation is based on a VWAP of the Company's Share price in the five Trading Days ending 13 October 2021 of $1.86 and is unaudited. The valuation cannot be finalised until the grant date of the Options.

(g) The Incentive Securities will be issued within 3 years from the date of this Meeting, if approved by Shareholders of the Company.

(h) The Incentive Securities are being issued for nil consideration pursuant to the terms of the Incentive Plan.

(i) The material terms of the Incentive Plan are set out in Annexure B of this Notice of Meeting.

(j) The Company will not provide a loan to Mr Lucas or Mr Malone in connection with the issue of acquisition of the Incentive Securities.

(k) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

(l) Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

(m) A voting exclusion statement for Resolutions 8 and 9 are included in the Notice.

Directors' recommendation

The Directors, excluding Mr George Lucas and Mr Brendan Malone, respectively, recommend that

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Shareholders vote for Resolutions 8 and 9.

The Chair intends to vote in favour of Resolutions 8 and 9.

Enquiries

Shareholders are asked to contact the Company Secretary on ir@raizinvest.com.au if they have any queries in respect of the matters set out in these documents.

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Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2021Annual Report to Shareholders for the period ended 30 June 2021 as lodged by the Company with ASX on 25 August 2021.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of BDO Audit Pty Ltd dated 25 August 2021 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;

(e) a company the member controls; or

(f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Raiz Invest Limited ACN 615 510 177.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Plan or **LTEIP** means the employee incentive scheme entitled "Long Term Equity Incentive Plan" approved by Shareholders at the annual general meeting held on 19 November 2020.

Incentive Securities means the Securities that may be granted by the Company pursuant to the

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terms of the Incentive Plan.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 27 October 2021 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Placement means the two-tranche placement of 6,800,000 Shares in aggregate to institutional investors at an issue price of $1.50 per Share to raise $10.2 million as announced by the Company on 30 April 2021.

Placement Shares means the 6,800,000 Shares in aggregate issued to institutional investors in two tranches pursuant to the Placement.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services Pty Limited.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Superestate means Superestate Pty Ltd.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average price of trading, with respects to the price of Shares.

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Annexure A – Material Terms of the Superestate Agreement

The Company entered into a Sale and Purchase Agreement in relation to 100% of the shares in Superestate Pty Ltd on 27 April 2021.

Under the Agreement, the Company agreed to buy the Superestate shares from a total of 37 vendors. The majority shareholder in Superestate was Brits Pty Ltd as trustee for the Brits Family Trust, and the remaining vendors held various minority shareholdings.

The purchase price was 5,300,000 shares in the Company, which were apportioned amongst all the vendors. The vendors agreed to voluntary escrow periods of between 3 and 24 months in relation to the shares they received in the Company.

Completion of the acquisition was conditional on a number of typical conditions precedent. These included due diligence to the satisfaction of the Company, obtaining necessary third party consents under material contracts, and Mr Grant Brits (the principal of the majority shareholder in Superestate) entering into an employment agreement with the Company.

The vendors agreed to certain representations and warranties in relation to Superestate and its business, and tax indemnities in favour of the Company.

The acquisition completed and the Superestate Shares were issued on 29 July 2021.

Annexure B – Material Terms of the Long Term Equity Incentive Plan

Terms	Summary
Eligibility	The Board has the discretion to determine which executives and employees are eligible to participate in the LTEIP, and the number and type of Awards that they will be offered (**Eligible Employee**). The definition of employee under the LTEIP rules includes any full-time or part-time employee, casual employee, director, contractor or prospective employee of a Raiz Group Company.
Awards	The Board has the discretion to set the terms and conditions on which it will offer Awards under the LTEIP. The Board may determine that the Awards will be subject to performance, service, or other conditions which must be satisfied or waived before the Award vests (**Vesting Conditions**) and, if so, will specify those Vesting Conditions in the offer to each Eligible Employee. In addition, the Board may determine that Awards in the form of Options or Rights will be subject to further conditions which must be satisfied or waived before vested Options or Rights may be exercised (**Exercise Conditions**). The grant of Awards under the LTEIP may be subject to the payment of an acquisition price by the participant as determined by the Board, or otherwise Awards may be granted at no cost to the participant. The exercise of Awards in the form of Options or Rights may be subject to payment of an exercise price by the participant as determined by the Board.
Waiver	The Board may, at its discretion, reduce or waive any Vesting Conditions and/or Exercise Conditions attaching to Awards at any time, subject to applicable law.
Shares as an Award or on vesting of an Award	Shares granted under the LTEIP or issued or transferred on the exercise of Options or Rights will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights. Depending on the terms of an Award, Shares may be subject to disposal and/or forfeiture restrictions, which means that they may not be disposed of or dealt with for a period of time and/or may be forfeited if certain further conditions are not satisfied. Shares allocated to participants under the LTEIP may be issued by the Company or acquired on or off market by the Company or its nominee. The Company may initially issue Shares to a trustee before transferring the Shares to a participant.

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Terms	Summary
Vesting of Shares	Shares granted under the LTEIP which have not been forfeited under the LTEIP will vest if and when any applicable Vesting Conditions have been satisfied or waived by the Board. On vesting, Shares will cease to be subject to disposal restrictions and the forfeiture provisions of the LTEIP (except where Shares have been acquired using a loan provided by a Raiz Group Company and the participant breaches the loan agreement).
Vesting and exercise of Options and Rights	Options and Rights which have not lapsed under the LTEIP will vest if and when any applicable Vesting Conditions have been satisfied or waived by the Board. However, vested Options or Rights will not become exercisable until any applicable Exercise Conditions have been satisfied or waived by the Board. Subject to applicable law, following the valid exercise of an Option or Right, the Company will issue or arrange the transfer of such number of Shares to the participant that relate to the Option or Right being exercised or, subject to any discretion conferred on the Board in the offer, make a cash payment in lieu of the issue or transfer of Shares.
Expiry of Options and Rights	Options or Rights which have not been exercised by the date 10 years from the date of grant of the Options or Rights, or such other date determined by the Board and specified in the offer (**LTEIP Expiry Date**), will lapse unless the Board determines otherwise.
Forfeiture/lapse of Awards	Unless otherwise determined by the Board, a Share granted under the LTEIP will be forfeited, and an Option or Right will lapse, in certain circumstances including: • where the Board determines that any Vesting Condition applicable to the Award cannot be satisfied; • where the participant purports to dispose of the Award, or enter into any arrangement in respect of the Award, in breach of any disposal or hedging restrictions; • in the case of an Option or Right, on the LTEIP Expiry Date applicable to the Option or Right; • where the Award has been acquired using a loan provided by a Raiz Group Company and the participant breaches the loan agreement; • in certain circumstances if the participant's employment is terminated (see 'Cessation of employment' below);

Terms	Summary
	• if the Board determines that the Award will be forfeited or lapse in the event of a change of control in respect of the Company (see 'Change of control' below); and • if the Board determines that the Award is liable to clawback (see 'Clawback' below).
Dividend and voting entitlements	Awards, other than Shares, are not entitled to dividend or voting rights. However, the Board may determine prior to making an offer that any Options or Rights the subject of the offer will carry rights entitling the holder to receive a payment in cash or Shares equivalent to the value of dividends that would have been payable to the holder had they been the holder of the underlying Shares over which the Option or Right is exercisable.
Participation rights of Options and Rights	Options and Rights do not confer the right to participate in new issues of Shares or other securities in the Company. However, the LTEIP provides for adjustments to be made to the number of Shares which a participant would be entitled on the exercise of Options or Rights or the exercise price (if any) of the Options or Rights in the event of a bonus issue or pro rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) or a reorganisation of capital.
Quotation	Awards, except Shares, will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the LTEIP, in accordance with the ASX Listing Rules.
Cessation of employment	Generally, if a participant ceases employment in 'bad leaver' circumstances including resignation (other than due to death, terminal illness, total and permanent disablement, mental illness, redundancy or retirement or dismissal for cause or poor performance), unless the Board determines otherwise, all of their unvested Awards will be forfeited or lapse, and the participant will be required to exercise any vested Options or Rights within 60 days or they will also lapse. If a participant ceases employment in 'good leaver' circumstances, the participant will be entitled to retain a pro rata amount of their unvested Awards based on the proportion of any applicable vesting period which has elapsed at the date that employment ceases, and all other unvested Awards will be forfeited or lapse. Any retained Awards will remain subject to any applicable Vesting Conditions and Exercise Conditions.

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Terms	Summary
	Notwithstanding the above, the Board may also, subject to any requirement for shareholder approval, determine to treat awards in a different manner to that set out above.
Clawback	If the Board becomes aware of a material misstatement in the Company's financial statements, that a participant has committed an act of fraud, negligence or gross misconduct or failed to comply in a material respect with any restrictive covenant or that some other event has occurred which, as a result, means that a participant's Award should be reduced or extinguished, or should not vest, then the Board may clawback or adjust any such Award at its discretion to ensure no unfair benefit is derived by the participant.
Change of control	If a change of control event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all unvested Shares, or Options or Rights, will be dealt with.
Restrictions	Awards may not be sold, transferred, mortgaged, pledged, charged, granted as security or otherwise disposed of, without the prior approval of the Board, or unless required by law. Participants must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any unvested Shares, or Options or Rights.
LTEIP trust	A trust may be established in connection with the operation and administration of the LTEIP. The trust, if established, may be used to acquire Shares that are then used to satisfy the Company's obligations to deliver Shares to participants upon the exercise of Option and Rights under the LTEIP.
Amendments	The Board may, in its discretion, amend the LTEIP rules, or waive or modify the application of the LTEIP rules in relation to a participant, provided that (except in specified circumstances) if such amendment would reduce the rights of a participant in respect of their Awards acquired under the LTEIP, the Board must obtain the consent of the participant.
Other terms	The LTEIP also contains customary and usual terms having regard to Australian law for dealing with the administration, variation, suspension and termination of the LTEIP.

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Raiz Invest Limited
ABN 74 615 510 177

Need assistance?

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Online:
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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00AM (AEDT) Wednesday, 24 November 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Raiz Invest Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Raiz Invest Limited to be held virtually on Friday, 26 November 2021 at 11:00AM (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 7, 8 and 9** (except where I/we have indicated a different voting intention in step 2) even though **Items 1, 7, 8 and 9** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items Items 1, 7, 8 and 9** by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1.	Adoption of Remuneration Report	☐	☐	☐
2.	Election of Mr Brendan Malone as Director	☐	☐	☐
3.	ASX Listing Rule 7.1A Approval of Future Issue of Securities	☐	☐	☐
4	Ratification of Prior Issue of Tranche 1 Placement Shares	☐	☐	☐
5	Ratification of Prior Issue of Tranche 2 Placement Shares	☐	☐	☐
6	Ratification of Prior Issue of Superestate Shares	☐	☐	☐
7	Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees	☐	☐	☐
8	Approval of Grant of Options to Mr George Lucas, Director of the Company, under the Long Term Equity Incentive Plan	☐	☐	☐
9	Approval of Grant of Options to Mr Brendan Malone, Director of the Company, under the Long Term Equity Incentive Plan	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Raiz Invest Limited Annual General Meeting

The Raiz Invest Limited Annual General Meeting will be held on Friday, 26 November 2021 at 11:00AM (AEDT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00AM (AEDT) Wednesday, 24 November 2021.

ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/307463579

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide