



Raiz Invest Limited
ABN 74 615 510 177
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Sydney NSW 2000
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ASX Release

12 November 2021

Raiz Invest Limited (RZI): Addendum to AGM Notice of Meeting

Raiz Invest Limited (**Raiz** or **the Company**) advises that it has today dispatched to shareholders an addendum to the Company's Notice of Annual General Meeting dated 27 October 2021 (**Addendum**).

On 25 October 2021, the Company announced the appointment of Mr Harvey Kalman as a non-executive director of the Company and Chair of the Board. As such, and pursuant to the constitution of the Company, Mr Kalman is required to seek election at the Company's AGM which is being sought through an additional Resolution 10.

The Company confirms that there is no change to the date and time of Raiz's 2021 Annual General Meeting (**AGM**), which is 11:00am (AEDT) on Friday, 26 November 2021.

Information on voting is contained in the Addendum, however Shareholders are encouraged to contact the Company's Share Registry, Computershare Investor Services, on +61 3 9415 4024 if they have any questions.

For any further queries, Shareholders should contact the Company Secretary on +61 2 8072 1400.

- ENDS -

Market Announcement authorised by:

George Lucas
MD /Joint Group CEO
Raiz Invest Limited

Investor and Media Enquiries:

Brendan Malone
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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

Addendum to Notice of 2021 Annual General Meeting

Explanatory Statement | Proxy Form

Friday, 26 November 2021

11:00AM AEDT

Virtual Meeting

This addendum to the 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.

Addendum to Notice of Annual General Meeting

Notice is hereby given in relation to the Notice of Annual General Meeting dated 27 October 2021 (**Notice of Meeting**) in respect of the Annual General Meeting of Shareholders of Raiz Invest Limited ACN 615 510 177 (**Company**) to be held at 11:00AM AEDT on Friday 26 November 2021 as a virtual meeting, that the directors have determined to issue this addendum to the Notice of Meeting (**Addendum**), for the purposes set out below.

Additional Resolution

By this Addendum, Resolution 10 is added to the Notice of Meeting as detailed below.

The Explanatory Statement to this Addendum provides additional information on Resolution 10 to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form form part of this Addendum.

Unless otherwise defined in this Addendum, terms and abbreviations used in this Addendum have the same meaning as in the Notice of Meeting.

Voting Information

Voting by proxy – physical form

Annexed to this Addendum is a replacement Proxy Form (**Replacement Proxy Form**).

Shareholders are advised that:

(a) **If you have already voted by completing a Proxy Form and wish to vote on Resolution 10 or otherwise change your proxy vote:**

Please complete the Replacement Proxy Form, which will replace your previous proxy form, by following the instructions provided. Make sure you include any voting directions you wish to specify on Resolutions 1 to 9 in the Replacement Proxy Form, otherwise your proxy will have authority to vote on those Resolutions as they see fit as undirected proxies.

(b) **If you have already voted by completing a Proxy Form and do not wish to vote on Resolution 10 or otherwise change your proxy vote:**

You do not need to take any action as the earlier submitted proxy form remains valid. Your appointed proxy will have authority to vote on Resolution 10 as they see fit, unless you submit a Replacement Proxy Form and direct your proxy how to vote on that Resolution.

(c) **If you have not yet voted and wish to vote:**

Please complete the Replacement Proxy Form by following the instructions provided.

Voting by proxy – online

Alternatively, Shareholders can complete the online proxy form (which has been revised to include Resolution 10) by logging into www.investorvote.com.au and following the prompts. Shareholders will need their holder number (Security Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Replacement Proxy Form.

Voting by proxy – precedence of proxy forms

The last proxy form (whether physical or online) you lodge before the latest time for receipt of proxy forms (being not later than 48 hours before the commencement of the AGM) will be taken to be your proxy form for voting on items of business at the AGM.

If your last proxy form does not include Resolution 10, your proxy will still be valid, although you will not be taken to have voted on Resolution 10 and your proxy may vote on Resolution 10 as they see fit as an undirected proxy.

Undirected proxies

The Chair of the meeting intends to vote all undirected proxies in favour of Resolution 10, including if the Chair has an undirected proxy vote on that Resolution because of having been appointed proxy by a Shareholder using the original Proxy Form which did not contain Resolution 10.

Additional Resolution

1. **Resolution 10** – Election of Mr Harvey Kalman as Director

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

"That Mr Harvey Kalman, 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."

BY ORDER OF THE BOARD



Andrew Palfreyman
Company Secretary

Explanatory Statement

The Explanatory Statement in the Notice of Meeting is supplemented with the following information in relation to Resolution 10 as follows:

Resolution 10 – Election of Mr Harvey Kalman as Director

Article 10.9 of the Constitution provides that a Director appointed by the Board 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 25 October 2021, Mr Harvey Kalman was appointed by the Board as an additional Director of the Company and has since served as a Director of the Company. He is a Non-Executive Director and Chair of the Board.

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

Mr Kalman is a senior executive and board member with more than 30 years' experience in financial services. In a diversified career, he has provided leadership and strategic advisory across business growth, risk management, funds management, service provision, operations, and innovation.

He led the establishment and success of Equity Trustees Corporate Trustees Services (ASX: EQT), increasing funds under supervision from \$0.5 million in January 2000 to more than \$100 billion in July 2021.

Current positions include Board Member and Chair of the Audit and Investments Board Committee for the Menzies Foundation and Chairman of the Financial Planning Advisory Board at Deakin University. He also has been a director of the Victorian Legal Services Board and held executive positions at KPMG, ANZ and Ford Credit.

Directors' recommendation

The Directors (excluding Mr Harvey Kalman) recommend that Shareholders vote for this Resolution.

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.



Raiz Invest Limited
ABN 74 615 510 177

RZI

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

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



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:

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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.

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

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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.



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Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

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

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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 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			For	Against	Abstain
1.	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Approval of Grant of Options to Mr Brendan Malone, Director of the Company, under the Long Term Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Election of Mr Brendan Malone as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9				
3.	ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Election of Mr Harvey Kalman as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Ratification of Prior Issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5.	Ratification of Prior Issue of Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6.	Ratification of Prior Issue of Superstate Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7.	Approval to Increase the Maximum Aggregate Amount of Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8.	Approval of Grant of Options to Mr George Lucas, Director of the Company, under the Long Term Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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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Computershare

