

## ASX Release

20 October 2025

### Notice of Annual General Meeting and Related Documents

Raiz Invest Limited (ASX: RZI) advises that the following documents, in relation to its 2025 Annual General Meeting, were today dispatched to Shareholders in accordance with their communication preference:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form.

**\*\* Ends \*\***

***Authorised for release by The Board of Directors.***

**For further information, please contact:**

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Raiz Invest

#### About Raiz Invest Limited

**Raiz Invest Limited** (ASX: RZI) is a multi-award-winning micro-investing and fintech platform to help all Australians create wealth. Raiz pioneered the 'Round-Up' concept in Australia – where everyday purchases are rounded-up to the next dollar and the difference is invested into a Raiz Invest account – opening opportunities for first-time investors.

Since launching in 2016, Raiz has led the market by offering innovative products and features alongside an advanced user experience and exceptional customer service. Raiz offers nine diverse investment portfolios, including eight pre-built options and one fully customizable Plus portfolio. Users of the Raiz platform can invest in up to 101 of the most recognised stocks on the ASX, ETFs, Bitcoin, and the Raiz Property Fund and Raiz Residential Property Fund, from as little as \$5. Products range from Raiz Kids, Raiz Jars to Raiz Invest Super with a product to suit every life stage.

Raiz has also launched sophisticated products, like the customisable Plus portfolio to accommodate investors at all levels of experience and risk appetite. Raiz remains the number one investment app. To find out more, please visit [www.raizinvest.com.au](http://www.raizinvest.com.au) or the Investor Hub <https://investorhub.raizinvest.com.au/>.



20 October 2025

## Annual General Meeting – Letter to Shareholders

**Raiz Invest Limited (ASX:RZI)** ("RZI" or the "Company") advises that an Annual General Meeting of Shareholders will be held at 3.00pm AEDT on Wednesday, 19 November 2025 as a hybrid meeting, at BDO Sydney, Level 25, 252 Pitt Street, Sydney, NSW, 2000 and virtually.

Details on how to attend and participate in the Meeting can be found below and in the Notice of Meeting.

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://raizinvest.com.au/investors/asx-announcements>.

The Notice will also be available on the Company's ASX market announcements page (ASX: RZI).

### Virtual Meeting

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the Meeting will be determined on a poll.

Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting virtually.

To participate in the meeting virtually, you can log in by entering the following URL <https://meetnow.global/MSQXCG6> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

### Voting by proxy

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

For personal use only

Online	Lodge the Proxy Form online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> by following the instructions provided on the website. You will need your HIN or SRN and postcode/country code to lodge your Proxy Form online.
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By hand	452 Johnston Street, Abbotsford VIC 3067

A Shareholder can appoint a proxy to attend and vote on their behalf, using the proxy form forwarded to each Shareholder. A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

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

If you require an additional proxy form, please contact the Company's Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or visit [www.investorcentre.com/contact](http://www.investorcentre.com/contact).

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Computershare, no later than Monday 17 November 2025 at 3.00pm AEDT (that is, at least 48 hours before the meeting). **Proxies received after this time will not be accepted.**

Yours faithfully

Farhaana Desai  
Company Secretary

**Raiz Invest Limited**

Level 9, 2 Bulletin Place  
Sydney, NSW 2000

raizinvest.com.au

ACN: 615 510 177



# Raiz Invest Limited

## **Notice of 2025 Annual General Meeting**

Explanatory Statement | Proxy Form

Date: Wednesday, 19 November 2025

Time: 3.00pm AEDT

Hybrid meeting

Held at BDO Sydney, Level 25, 252 Pitt Street

Sydney, NSW, 2000 and as a 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 2025 AGM

This Notice is given based on circumstances as at 20 October 2025. 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/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00pm AEDT on Wednesday, 19 November 2025 as a **hybrid meeting** at BDO Sydney, Level 25, 252 Pitt Street Sydney, NSW, 2000 and online via Computershare Meeting Platform, the Company's registry.

To be able to hold this Meeting as both a physical and virtual venue, the Company is relying upon s249R(b) of the Corporations Act.

Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting if not attending in person.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MSQXCG6> on your computer, tablet or smartphone.

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide). Online registration will open 30 minutes before the meeting.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

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

More information regarding participating in the AGM online can be found attached to this Notice of Meeting.

Shareholders will be able to vote and ask questions at the 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](mailto: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**

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

### **Voting in person**

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### **Voting by proxy**

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

<b>Online</b>	Lodge the Proxy Form online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> by following the instructions provided on the website. You will need your HIN or SRN and postcode/country code to lodge your Proxy Form online.
<b>By post</b>	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
<b>By hand</b>	452 Johnston Street, Abbotsford VIC 3067

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 bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## **How the Chair will vote Undirected Proxies**

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

# 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 3:00pm (AEDT) on Wednesday, 19 November 2025 at BDO Sydney, Level 25, 252 Pitt Street Sydney, NSW, 2000 and online via Computershare Meeting Platform, the Company's registry.

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 Monday, 17 November 2025.

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 2025 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.

# 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 2025."*

**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 Voters**"). 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.

## **Re-election/Election of Directors**

### 2. **Resolution 2** – Election of Juliana Nguyen as Director

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

*"That Juliana Nguyen, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, **be elected** as a Director of the Company, effective immediately."*

### 3. **Resolution 3** – Election of Paul Rogan as Director

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

*"That Paul Rogan, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, **be elected** as a Director of the Company, effective immediately."*

### **ASX Listing Rule 7.1A (Additional 10% Capacity)**

#### 4. **Resolution 4** – ASX Listing Rule 7.1A Approval of Future Issues 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 4 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 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
- (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** – Approval of the CEO & Managing Director’s FY-2026 Long-Term Incentive Grant of Performance Rights

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 of the Company approve the issue and allotment of 353,705 Performance Rights under the Company’s Equity Incentive Plan to **Brendan Malone, CEO & Managing Director** of the Company, 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 referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; 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 vote 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 5 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:

- (a) the proxy is the Chair of the Meeting; and
- (b) 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.

## 6. **Resolution 6** – Approval of Increase to Non-Executive Director Fee Pool

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 **\$150,000**, from **\$550,000** to **\$700,000**, effective immediately."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 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 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.

**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 6 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 that proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorizes 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**

Farhaana Desai  
Company Secretary

# 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 3:00pm (AEDT) on Wednesday, 19 November 2025 at BDO Sydney, Level 25, 252 Pitt Street Sydney, NSW, 2000 and online via Computershare Meeting Platform, the Company's registry.

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 2025 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://investorhub.raizinvest.com.au/>.

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 to the Company's auditor about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report, 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 Wednesday 12 November 2025.

# 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://investorhub.raizinvest.com.au/>.

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 Directors**

### **Resolution 2 – Election of Juliana Nguyen as Director**

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Juliana Nguyen was appointed as an additional Director of the Company on 13 January 2025 and has since served as a Director of the Company. Juliana is Chair of the Nomination, Remuneration and Culture Committee and a member of the Risk & Technology Committee.

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

Juliana has over 25 years international experience in Marketing, Commercial and General Management roles across a broad range of industries, and with companies at different stages of growth – from large multinationals to technology start/scale up environments in Australia & New Zealand, Asia Pacific, Europe, and the US.

Juliana is an accomplished, customer-centric and entrepreneurial leader, with a strong track record in transforming brands and businesses. She has held senior leadership roles at several globally recognised organisations in the technology, consumer, and financial services sectors. She also holds other non-executive and advisory roles within the not-for-profit and investment sectors.

#### **Directors' recommendation**

The Board of Directors (excluding Juliana Nguyen) recommend that Shareholders vote for this resolution.

## **Resolution 3 – Election of Paul Rogan as Director**

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Paul Rogan was appointed as an additional Director of the Company on 13 January 2025 and has since served as a Director of the Company. Paul is Chair of the Risk & Technology Committee and a member of the Audit Committee.

Under this resolution, Paul Rogan seeks election as a Director of the Company at this AGM.

Paul has extensive senior executive experience in the financial services and wealth management sectors. His recent executive roles have included leadership positions across distribution, product, marketing, capital management, risk, strategy, and finance, both in Australia and internationally.

Paul has also held CEO roles in the UK and Ireland, leading subsidiaries of major financial institutions. He currently holds several non-executive directorships and advisory roles across financial services and fintech organisations.

### **Directors' recommendation**

The Board of Directors (excluding Paul Rogan) recommend that Shareholders vote for this Resolution.

## **ASX Listing Rule 7.1A**

### **Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

#### **Background**

ASX Listing Rule 7.1 generally limits the number of equity securities that a listed company may issue without shareholder approval in any 12-month period to 15% of its issued share capital at the start of that period, subject to certain exceptions.

ASX Listing Rule 7.1A, however, enables an "eligible entity" to seek Shareholder approval by way of a special resolution at its AGM to increase this placement capacity by an additional 10%. An eligible entity is one that, as at the date of the AGM:

- has a market capitalisation of \$300 million or less; and
- is not included in the S&P/ASX 300 Index.

As at the date of this Notice, the Company has a market capitalization of approximately \$83,243,655 and is therefore an eligible entity for the purposes of Listing Rule 7.1A. If the Company is not an eligible entity as at the date of the AGM, Resolution 4 will be withdrawn.

Resolution 4 seeks Shareholder approval by way of a special resolution to allow the Company an additional 10% placement capacity under Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will have the flexibility to issue equity securities up to 25% of its issued capital without further Shareholder approval (i.e., 15% under Listing Rule 7.1 plus an additional 10% under Listing Rule 7.1A).

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

### **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

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 Company's next annual general meeting.
- (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 Listing Rule 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 the additional capacity must be in an existing quoted class of the Company's equity securities and must be 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 the class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which 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 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; and
- (b) raising funds to be applied to the Company's working capital requirements.

Risk of economic and voting dilution to existing Shareholders:

If this Resolution is approved, Shareholders may be subject to potential economic and voting dilution as a result of any issues equity securities under Listing Rule 7.1A. This dilution arises because the Company may issue additional shares, which could decrease the proportionate interest of existing Shareholders in the Company.

There is also a risk that:

- the market price for the Company's equity quoted class of 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
- the equity securities may be issued at a price that is at a discount to the prevailing 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		
		\$0.395 50% decrease in issue price	\$0.79 issue price <sup>(b)</sup>	\$1.58 100% increase in issue price
<b>"A" is the number of shares on issue,<sup>(a)</sup> being 105,371,715 Shares</b>	<b>10% voting dilution<sup>(c)</sup></b>	10,537,172	10,537,172	10,537,172
	<b>Funds raised</b>	\$4,162,181	\$8,324,366	\$16,647,732
<b>"A" is a 50% increase in shares on issue, being 158,057,572 Shares</b>	<b>10% voting dilution<sup>(c)</sup></b>	15,805,757	15,805,757	15,805,757
	<b>Funds raised</b>	\$6,243,274	\$12,486,548	\$24,973,096
<b>"A" is a 100% increase in shares on issue, being 210,743,430 Shares</b>	<b>10% voting dilution<sup>(c)</sup></b>	21,074,343	21,074,343	21,074,343
	<b>Funds raised</b>	\$8,324,365	\$16,648,731	\$33,297,462

**Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 9 October 2025.
- (b) Based on the closing price of the Company's Shares on ASX as at 9 October 2025.
- (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 Shareholders 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 the 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) including professional and sophisticated investors, existing Shareholders of the Company, clients of the 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 not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Any increase in issued capital during this period was the result of the conversion of existing employee options and performance rights, which are excluded under the exceptions in Listing Rule 7.2.

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.

## Resolution 5 – Approval of the CEO and Managing Director’s FY2026 Long-Term Incentive Grant of Performance Rights

### Background

The Company seeks to invite Brendan Malone, CEO and Managing Director of the Company, subject to Shareholder approval that is sought under this Resolution, to participate in the Company’s Equity Incentive Plan approved by Shareholders on 28 November 2023 by the issue of 353,705 Performance Rights (the **Incentive Securities**) under that Incentive Plan, subject to Shareholder approval under Listing Rule 10.14.

### Details of Brendan Malone’s total remuneration package

Brendan’s remuneration package for FY26, which is consistent with FY25, is as follows:

	FY26 at Target	FY26 at Stretch
Fixed Remuneration (FR) inclusive of superannuation	\$625,875	\$625,875
Short Term Incentive (STI)	\$163,314	\$244,971
Long Term Incentive (LTI)	\$163,314	\$244,971
<b>Total Remuneration</b>	<b>\$952,503</b>	<b>\$1,115,817</b>

Long Term Incentives (LTI) form part of the Company’s core remuneration strategy, providing executives with a variable, at-risk remuneration component, aligned with Shareholders’ interests.

The number of Performance Rights has been determined using a 10 days VWAP post the FY25 results announcement of \$0.692586<sup>1</sup>. The number of Performance Rights proposed to be granted of 353,705 represents \$244,971 divided by \$0.692586.

The objective of the proposed grant is to link Brendan’s incentives with longer-term value creation for Shareholders, and to align his interests with those of Shareholders generally, by the imposition of ‘Total Shareholder Returns’ and ‘Earning Per Share’ hurdles.

<sup>1</sup> The 10 days VWAP from 1 September 2025 to 12 September 2025

A summary of the Performance Rights and Conditions are provided below:

<b>LTI Hurdle</b>	<b>Weighting</b>	<b>Performance Rights</b>	<b>Performance Conditions</b>
<b>Total Shareholder Return (TSR)</b>	50%	176,852	<ul style="list-style-type: none"> <li>• Less than Target<sup>2</sup> of \$1.00 will result in nil vesting</li> <li>• Attaining the Target of \$1.00 will result in 66.7% vesting</li> <li>• Attaining the Stretch<sup>3</sup> of \$1.20 will result in 100% vesting</li> <li>• Straight line vesting will apply between Target and Stretch</li> <li>• TSR will be measured against the 5VWAP post the FY28 results being released to market</li> </ul>
<b>Earnings Per Share (EPS)</b>	50%	176,853	<ul style="list-style-type: none"> <li>• Less than Target<sup>4</sup> of 4.50 cents per share will result in nil vesting</li> <li>• Attaining the Target of 4.50 cents per share will result in 66.7% vesting</li> <li>• Attaining the Stretch<sup>3</sup> of 5.31 cents per share will result in 100% vesting</li> <li>• Straight line vesting will apply between Target and Stretch</li> </ul>
	<b>100%</b>	<b>353,705</b>	

Performance Rights with the same performance conditions will be approved for KMP and other executives.

Further details about the LTI instruments are set out below in these Explanatory Notes.

#### **Board discretions regarding satisfaction of performance conditions under this Resolution 5**

Notwithstanding any other provision in this Explanatory Memorandum the Board is provided with certain discretions under the Equity Incentive Plan, including to reduce or waive any performance condition at any time and in any particular case. The Board will exercise such discretions in a manner consistent with protecting the Company's long-term stability, sound risk management, acting in good faith and aligned with the creation of long-term shareholder value.

<sup>2</sup> Target TSR of \$1.00 is equivalent to a 3 year CAGR of 14.65% on the 5VWAP of \$0.663537 from 1 September to 5 September.

<sup>3</sup> Stretch TSR of \$1.20 is equivalent to a 3 year CAGR of 21.83% on the 5VWAP of \$0.663537

<sup>4</sup> Given FY25 EPS was negative, a CAGR on a negative starting point is invalid.

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In determining whether the performance conditions attaching to the Performance Rights which are proposed to be granted to Brendan, the calculation of the:

- TSR (and achievement of the TSR performance conditions); and
- EPS (and achievement of the EPS performance conditions)

will be determined by the Board in its absolute discretion, having regard to those matters that it considers relevant and, the Board may make such adjustments that it considers appropriate to give the performance conditions attaching to the Performance Rights their intended effect (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

#### **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) **Listing Rule 10.14.1** – a director of the Company.
- (b) **Listing Rule 10.14.2** – an associate of a director of the Company.
- (c) **Listing Rule 10.14.3** – 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 Brendan Malone is a 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.

This Resolution seeks the required Shareholder approval to issue the Incentive Securities to Brendan Malone under and for the purposes of Listing Rule 10.14.

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

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Securities to Brendan Malone.

If this Resolution is not passed, the Board will restructure Mr Malone's remuneration arrangement to an equivalent cash-based compensation structure tied to performance of the Company over the same performance period proposed for the Incentive Securities.

#### **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 set out in sections 210 or 216 of the Corporations Act.
- (b) Shareholder approval is obtained prior to the giving of the financial benefit in the manner set out in sections 217 to 227 of the Corporations Act.
- (c) 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 whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Kelly Humphreys, Jonathan Brett, Juliana Nguyen and Paul Rogan), carefully considered the issue of these Incentive Securities to Brendan Malone and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Securities, and the responsibilities held by Brendan Malone in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Securities to Brendan Malone fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Performance Rights to 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 Brendan Malone is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) the allottee is Brendan Malone.
- (b) Brendan Malone is a Director of the Company and thus falls within ASX Listing Rule 10.14.1.
- (c) the maximum number of Incentive Securities that may be acquired by Brendan Malone is 353,705.
- (d) the current total remuneration package received by the relevant Director is \$920,729 (inclusive of superannuation, long service leave accrual and share-based payment).
- (e) since the Company’s Equity Incentive Plan was last approved by shareholders at the 2023 AGM, Incentive Securities have been issued to Brendan Malone. At the 2024 AGM, held on 26 November 2024, a resolution was passed to issue Incentive Securities to Brendan Malone. Prior to that, the Incentive Plan was approved by Shareholders on 28 November 2023 and 19 November 2020, and the Company issued the following Incentive Securities to Brendan Malone:

Date	Number of securities received	Acquisition price for each security	Exercise price per Option
28 June 2025	715,348 Performance Rights	Nil	N/A
1 December 2021	300,000 Options	Nil	\$2.177
4 January 2021	150,000 Options	Nil	\$1.144

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- (f) The material terms of the Incentive Securities are as follows:
- (i) upon vesting, one Performance Right is convertible to one fully paid ordinary share in the Company for nil consideration.
  - (ii) the Performance Rights are issued for nil consideration.
  - (iii) the vesting of the Performance Rights is subject to satisfaction of specified performance hurdles.
  - (iv) the Performance Rights confers no right to vote, attend meetings, participate in a distribution of profit or a return of capital or any other participating rights or entitlements on the Participant unless and until the Performance Right vests.
  - (v) the Performance Rights are only transferable with the consent of the Board.
  - (vi) Shares allocated upon vesting of the Incentive Securities to be issued under this Resolution will be subject to the following disposal restrictions:
    - 40% may be sold in 2028
    - 30% may be sold in 2029
    - 30% may be sold in 2030
- (g) The Company has chosen this type of security because it aligns the interests of Shareholders with the Company's Managing Director, and has appropriate performance measures.
- (h) The Incentive Securities will be issued within 3 years from the date of this Meeting, if approved by Shareholders of the Company at the 2025 Annual General Meeting.
- (i) The Incentive Securities are being issued for nil consideration pursuant to the terms of the Incentive Plan.
- (j) The material terms of the Incentive Plan are set out in Annexure A of this Notice of Meeting.
- (k) The Company will not issue a loan to Brendan Malone for the acquisition of the Incentive Securities.
- (l) Details of any securities issued under the Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 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.

**Directors' Recommendation**

The Board of Directors (excluding Brendan Malone) recommend Shareholders vote for this Resolution.

## Resolution 6 – Approval of Increase to Non-Executive Director Fee Pool

In accordance with Listing Rule 10.17 and the Company's Constitution, Shareholder approval is sought to increase the maximum aggregate remuneration payable to the Company's non-executive directors in any financial year by \$150,000, from \$550,000 to \$700,000.

Listing Rule 10.17 provides that the Company cannot increase the total aggregate amount of Directors' fees that can be paid to the Company's non-executive Directors without Shareholder approval. These fees encompass all fees payable by the Company or its subsidiary to a non-executive Director for acting as a Director of the Company or its subsidiary (including attending and participating in any Board committee meetings) and includes superannuation contributions for the benefit of a non-executive Director and any fees which a non-executive Director agrees to sacrifice for other benefits. These fees do not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees paid in accordance with the Company's Constitution or securities issued to a non-executive Director under Listing Rules 10.11 or 10.14 with the approval of Shareholders.

The last Shareholder approval for the fee pool was obtained at the Annual General Meeting held on 25 November 2022, where the pool was set at \$550,000 per annum.

The Board 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 caliber non-executive directors;
- (b) with the addition of two new non-executive Directors this financial year, the Company will be very close to the existing approved fee pool maximum of \$550,000, with no flexibility and capacity for any increase in future; and
- (c) the size of the proposed increase would be consistent with other ASX listed entities of similar market capitalisation.

If this resolution is passed, it is not intended that there will be any increase in non-executive Directors fees this financial year.

The increase will, however, provide the Company with the ability to attract and retain high quality directors in a competitive market, set the size of the Board appropriate for the Company's needs and to increase fees in the future in line with market conditions.

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:

Non-Executive Director	Date of Issue	Security	Number	Consideration	Key Terms
Kelly Humphreys	9 December 2022	Unlisted options (under company incentive plan)	175,000	Nil <sup>(a)</sup>	Vest 1 February 2025, and exercisable at \$1.937 each on or before 1 February 2027.
Jonathan Brett	N/A	N/A	Nil	N/A	No company-issued securities since appointment (15 December 2023).
Juliana Nguyen	N/A	N/A	Nil	N/A	No company-issued securities since appointment (13 January 2025).
Paul Rogan	N/A	N/A	Nil	N/A	No company-issued securities since appointment (13 January 2025).

### **Effect of voting outcome**

If Shareholders approve this Resolution, the maximum aggregate amount of fees payable to the Company's Non-Executive Directors will increase from \$550,000 to \$700,000 per annum, effective from the date of the Meeting. While the Board does not presently intend to increase individual Non-Executive Director fees in the current financial year, approval will provide flexibility to appropriately size the Board and its committees and to make future adjustments.

If Shareholders do not approve this Resolution, the maximum aggregate amount will remain at \$550,000 per annum. The Company will continue to operate within the existing cap, and any Board or committee changes would need to be accommodated within the current limit.

### **Directors' recommendation**

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.

## Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

# Glossary

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

**Annual Financial Report** means the 2025 Annual Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 28 August 2025.

**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 28 August 2025 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** means the employee incentive scheme entitled "Equity Incentive Plan" approved by Shareholders on 28 November 2023.

**Incentive Securities** means the Securities that may be granted by the Company pursuant to the 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 20 October 2025 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 at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Performance Right** means a performance right which, subject to its terms, could convert to a Share.

**Proxy Form** means the proxy form provided with 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.

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

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.



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 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEDT) on Monday, 17 November 2025.**

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 ND

# 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 at BDO Sydney, Level 25, 252 Pitt Street, Sydney, NSW 2000 and as a virtual meeting on Wednesday, 19 November 2025 at 3:00pm (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 Resolutions 1, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5 and 6 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 Resolutions 1, 5 and 6 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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Juliana Nguyen as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Paul Rogan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	ASX Listing Rule 7.1A Approval of Future Issues of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the CEO & Managing Director's FY-2026 Long-Term Incentive Grant of Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Increase to Non-Executive Director Fee Pool	<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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## Annexure A – Summary of Incentive Plan

<p><b>Eligibility</b></p>	<p>The Board has the discretion to determine which employees of the Group are eligible to participate in the Plan, and the number and type of Awards that they will be offered (“Eligible Employee”). This includes anyone employed by the Company or any of its subsidiaries, which can include a director or non-executive director, or anyone else that the Board determines should be eligible to participate in the Plan.</p>
<p><b>Awards</b></p>	<p>The Plan provides flexibility for the Company to grant options to acquire Shares (or an equivalent cash amount), rights to acquire Shares (or an equivalent cash amount) and/or Shares as incentives (“Awards”).</p> <p>The Board may determine that the Awards will be subject to performance, service, or other conditions which must be satisfied or waived, whether prior to any grant, including a matching grant, or as a condition of vesting or exercise (“Conditions”) and, if so, will specify those Conditions in the invitation to each Eligible Employee.</p> <p>The Board may, at its discretion, vary, reduce or waive any Conditions attaching to Awards at any time, subject to applicable law.</p>
<p><b>Acquisition price</b></p>	<p>The grant of Awards under the Plan 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.</p>
<p><b>Exercise price</b></p>	<p>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, or otherwise may be exercised at no cost to the participant.</p>
<p><b>Shares as an Award or on vesting of an Award</b></p>	<p>Shares granted under the Plan 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 Shares already on issue by the Company, including dividend and voting rights.</p> <p>Depending on the terms of an Award, Shares may be subject to dealing restrictions, which means that they may not be disposed of or dealt with for a period.</p>
<p><b>Vesting of Shares</b></p>	<p>Shares granted under the Plan which have not been forfeited under the Plan will vest if and when any applicable Conditions have been satisfied or waived by the Board. Shares may remain subject to dealing restrictions after vesting.</p> <p>Shares will continue to be subject to forfeiture following vesting under the Plan. Alternatively, the Board may determine to make a cash payment in lieu of the release of Shares from restriction (in which case, the Company will buy back and cancel the Shares or deal with the Shares in any other manner determined by the Board).</p>

<p><b>Vesting and exercise of options and rights</b></p>	<p>Options and rights which have not lapsed under the Plan will vest if and when any applicable Conditions have been satisfied or waived by the Board. To exercise vested options or rights, any Conditions applicable on exercise must be satisfied or waived by the Board.</p> <p>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. Alternatively, the Board may determine to make a cash payment in lieu of the issue or transfer of Shares.</p>
<p><b>Lapse of options and rights</b></p>	<p>Options or rights which have not been exercised by the date 5 years from the date of grant of the options or rights, or such other date determined by the Board and specified in the invitation ("Expiry Date"), will lapse and may no longer be exercised unless the Board determines otherwise.</p>
<p><b>Forfeiture/lapse of Awards</b></p>	<p>Unless otherwise determined by the Board, a Share granted under the Plan will be forfeited, and an option or right will lapse, in certain circumstances including:</p> <ul style="list-style-type: none"> <li>• where the Board determines that any Condition applicable to the Award cannot be satisfied;</li> <li>• in the case of an option or right, on the Expiry Date applicable to the option or right;</li> <li>• if the Company receives a notice in writing from the participant to the effect that the participant has elected to surrender the Award;</li> <li>• in certain circumstances if the participant's employment is terminated (see 'Cessation of employment' below);</li> <li>• if the Board determines that the Award is liable to clawback or malus (see 'Clawback and malus' below)</li> <li>• 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; and</li> <li>• where the participant purports to dispose of the Award or enter any arrangement in respect of the Award, in breach of any disposal or hedging restrictions.</li> </ul>
<p><b>Participation rights in issues and reorganisations of capital</b></p>	<p>Options and rights do not confer the right to participate in new issues of Shares or other securities in the Company.</p> <p>However, subject to the ASX Listing Rules, the Plan 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.</p>

<b>Restrictions</b>	<p>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.</p> <p>Participants must not enter any arrangement for the purpose of hedging or otherwise affecting their economic exposure to any unvested Shares, or options or rights.</p>
<b>Quotation</b>	<p>Awards, except Shares, will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.</p>
<b>Cessation of employment</b>	<p>The Board has discretion to determine, subject to compliance with applicable law, that some or all of a participant's unvested Awards or vested but unexercised Awards (as applicable):</p> <ul style="list-style-type: none"> <li>• lapse;</li> <li>• are forfeited;</li> <li>• vest (immediately or subject to Conditions);</li> <li>• are awarded (immediately or subject to Conditions);</li> <li>• are only exercisable for a prescribed period and will otherwise lapse;</li> <li>• are subject to modified Conditions than those that previously applied; and/or</li> <li>• are no longer subject to some or any of the restrictions (including any Condition) that previously applies,</li> </ul> <p>as a result of the participant ceasing employment with the Group.</p>
<b>Clawback and malus</b>	<p>The Board has clawback and malus powers under the Plan. For example, 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 with any restrictive covenant or that some other event has occurred that may warrant the Board exercising malus or clawback powers, then the Board may exercise those malus or clawback powers to ensure no unfair benefit is derived by the participant.</p>
<b>Change of control</b>	<p>If a change of control event occurs with respect to the Company, the Board may determine, in its discretion, the way Shares, or options or rights, will be dealt with. A change of control includes any transaction, event or state of affairs that, in the opinion of the Board, is likely to result in, or should otherwise be treated as, a change in the control over the Company.</p>
<b>Amendments</b>	<p>The Board may amend the rules of the Plan (including amending, reducing or waiving the application of the rules in relation to a participant) or amend the terms of an invitation made under the Plan.</p>
<b>Trust</b>	<p>The Company may establish an employee share trust for the purposes of the Plan.</p>