



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

**NOTICE OF 2018 ANNUAL GENERAL MEETING AND
EXPLANATORY STATEMENT**

Date: Thursday 15 November 2018

Time: 11.00 am (Sydney time)

**Venue: Offices of BDO East Coast Partnership -
Level 11, 1 Margaret Street, Sydney**

This Notice of 2018 Annual General Meeting and Explanatory Statement should be read in its entirety. If you are in doubt as to how to vote on any of the resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.



NOTICE OF 2018 ANNUAL GENERAL MEETING RAIZ INVEST LIMITED (ACN 615 510 177)

Notice is given that Raiz Invest Limited (**Company**) will hold its Annual General Meeting (**Meeting**) at 11.00 am (Sydney time) on Thursday 15th November 2018 at the offices of BDO East Coast Partnership – Level 11, 1 Margaret Street, Sydney.

Further details of each item of business to be considered at the Meeting are set out in the Explanatory Statement. Definitions of capitalised terms used in the Notice of 2018 Annual General Meeting and Explanatory Statement are set out in the Glossary section of the Explanatory Statement.

BUSINESS OF THE MEETING

1. FINANCIAL STATEMENTS AND RELATED REPORTS

To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports for the financial year ended 30 June 2018 (as set out in the Annual Report).

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2018 Annual Report and is available on the Company's website www.raizinvest.com.au. In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors for the Company.

Resolution 1 – Approval of Remuneration Report (non-binding ordinary resolution)

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Annual Report for the financial year ended 30 June 2018”.

Note: the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting exclusion for Resolution 1:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel named in the remuneration report for the year ended 30 June 2018; or a Closely Related Party of that Key Management Personnel.

However, a person (the voter) described above may cast a vote on this Resolution if:

- (a) the person does so as a proxy that specifies how the proxy is to vote on the Resolution; or
- (b) the person is the Chair and has been appointed as a proxy (expressly or by default) without being directed how to vote on the Resolution; and
- (c) in either case, the vote is not cast on behalf of a member of the KMP or their Closely Related Party.

3. ELECTION OF DIRECTORS

Resolution 2 – Re-election of a Director – Nina Patricia Finlayson

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That Nina Patricia Finlayson, who retires by rotation in accordance with ASX Listing Rule 14.4 and clause 10.4 of the Company’s constitution and, being eligible, offers herself for re-election, be elected as a Director of the Company”.

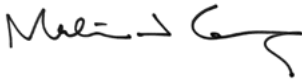
Resolution 3 – Re-election of a Director – David Robert Gordon

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That David Robert Gordon who retires by rotation in accordance with ASX Listing Rule 14.4 and clause 10.4 of the Company’s constitution and, being eligible, offers himself for re-election be elected as a Director of the Company”.

Dated 15 October 2018

By order of the Board of Raiz Invest Limited

A handwritten signature in black ink, appearing to read "Martin James Conley".

Martin James Conley
Company Secretary



INFORMATION FOR SHAREHOLDERS

EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. The Glossary of terms section of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

REQUIRED MAJORITIES

All Resolutions are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy, or representative) and entitled to vote on the resolution.

QUESTIONS FROM SHAREHOLDERS

To provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, BDO East Coast Partnership, in relation to the conduct of the external audit for the year ended 30 June 2018, or the content of its audit report.

Please send your questions to:

Company Secretary, Raiz Invest Limited -
via mail: PO Box R380, Royal Exchange NSW 1225
Via email: ir@raizinvest.com.au

Written questions must be received by no later than **11.00 am (Sydney time) on Thursday 8th November 2018**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

A reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report for the year 30 June 2018.

During the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to the auditor. However, there may not be enough time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

ENTITLEMENT TO VOTE

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Directors have determined that, for the purpose of voting at the Annual General Meeting, Shareholders are those persons who are registered holders of Shares as at **7:00 pm (Sydney time)** on the second Business Day prior to the date of this Meeting, being **Tuesday 13th November 2018**, subject to any applicable voting exclusion. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Annual General Meeting.



HOW TO VOTE

You may vote by attending the Meeting in person or by proxy, attorney or authorised representative.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out in the Notice of Meeting.

APPOINTMENT OF PROXIES

A Shareholder who is entitled to attend and vote is entitled to appoint a proxy to attend and vote at the Meeting. A Shareholder entitled to cast two or more votes may appoint one or two proxies and may specify the proportion of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy may be, but need not be, a Shareholder and can be an individual or a body corporate. **Your proxy form is enclosed.**

A body corporate appointed as a proxy may appoint an individual as its representative to exercise the powers the body corporate can exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including the authority under which the appointment is signed, unless it has previously been given to the Company.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and ensure that it is received not later than **11:00 am (Sydney time) on Tuesday 13th November 2018**. Proxy forms received later than this time will be invalid.

When the proxy form is executed under a power of attorney, the power of attorney must be lodged in the same way as the proxy form.

Proxy forms may be delivered by the following means:

Post: Computershare Investor Services Pty Limited,
GPO Box 242 Melbourne, Victoria 3001 Australia

Online: www.investorvote.com.au

Delivery: Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street, Sydney NSW 2000

Facsimile: (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

BODIES CORPORATE:

A body corporate may appoint an individual as its corporate representative to exercise any of the powers the body corporate may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all the powers that the appointing body corporate could exercise at a meeting or voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Explanatory Statement

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Notice should be read in conjunction with the Notice of Meeting. Certain capitalised terms used in the Notice of Meeting (including in the Resolutions) and the Explanatory Statement are defined in the Glossary of terms.

There are resolutions to be put in the meeting. Certain voting restrictions are imposed by the Listing Rules and the Corporations Act in relation to one or more of the Resolutions as detailed in the accompanying Notice of Meeting.

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2018. The financial statements and reports are contained in the Company's annual report. Shareholders who have elected to receive the Annual Report will have been provided with a copy. The Annual Report is also available on the ASX's website.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

RESOLUTION 1 – APPROVAL OF REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2018 Annual Report and is available from the Company's website (www.raizinvest.com.au).

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. However, section 250R(3) of the Corporations Act expressly provides that the vote on this Resolution is advisory only and does not bind the Directors of the Company. However, the Board will consider any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (collectively, the Key Management Personnel). The Remuneration Report is part of the Directors' Report contained in the Annual Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.



Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those meetings on a resolution (“**Spill Resolution**”) on whether the Board should be put up for re-election. If the spill resolution is passed, another extraordinary general meeting must be held within 90 days at which all the Company’s Directors (other than the Managing Director) who were in office at the date of the applicable Directors’ Report must go up for re-election (“**Spill Meeting**”). Following the Spill Meeting those persons whose re-election as Directors is approved will be the Directors of the Company.

Pursuant to the Corporations Act, if you elect to appoint a member of the Key Management Personnel or any Closely Related Party as your proxy, other than the Chairman, to vote on Resolution 1 then **you must direct the proxy on how they are to vote**. If your proxy is a member of Key Management Personnel or any Closely Related Party, other than the Chairman, and you do not direct your proxy on how to vote on Resolution 1, your vote will not be counted in computing the required majority.

If you appoint the Chairman as your proxy, and you do not direct him how to vote, the Chairman will vote your proxy as he decides. The Chairman intends voting all undirected proxies in favour of Resolution 1.

Please see the Proxy Form for further information on such appointments.

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.

RESOLUTIONS 2 AND 3 – RE-ELECTION OF A DIRECTOR RE-ELECTION OF NINA PATRICIA FINLAYSON AND DAVID ROBERT GORDON

Clause 10.4 of the Company’s Constitution provides that there must be an election of Directors at each annual general meeting of the Company. Clause 10.3 of the Company’s Constitution provides that a Director must not hold office without re-election past the second annual general meeting following the Directors appointment or last election; or for more than two years, whichever is the longer.

To facilitate the requirements of Listing Rules 14.4 and 14.5 (Election of Directors – Rotation) and to meet the requirements under the Company’s Constitution, Nina Patricia Finlayson and David Robert Gordon, retire at the Meeting and, being eligible, offer themselves for re-election as Directors.

Nina Patricia Finlayson

Nina Finlayson is an Independent Non-Executive Director of the Company, appointed on 18 April 2018, and is a member of the Company’s Audit and Risk Committee.

Nina Finlayson holds a relevant interest in the following securities of the Company:

107,163 ordinary shares in the Company, which are subject to ASX escrow until 21 June 2020.

Nina has over 26 years’ experience as a leading market researcher and adviser to business on consumer attitudes, behaviour and experience. She is the managing director of Buzz Strategic Insights which was founded in 1995 and specialises in qualitative market research. Nina has worked with many of Australia’s leading brands and organisations.

With a UNSW Bachelor of Commerce, majoring in Marketing, Nina began her career in an undergraduate program with Price Waterhouse Coopers, before joining pioneering qualitative research agency, Kaleidoscope.

Nina’s skills in sifting out critical customer and user insights, often in highly immersive environments, are invaluable in shaping strategy, user experience and brand propositions for Raiz Invest.



David Robert Gordon

David Gordon is an Independent Non-Executive Director of the Company, appointed on 18 April 2018, and is a member of the Company's Audit and Risk Committee.

David Gordon holds a relevant interest in the following securities of the Company:

1,435,280 ordinary shares in the Company, of which 1,425,280 are subject to ASX escrow until 21 June 2020.

David has over 30 years' experience in the advisory industry specialising in financial, tax and business advisory. He has been a partner since 1985 in GHR Accounting Group, a BRW top 100 accounting practice and is a foundation director of Premium Wealth Management Ltd (Premium). Premium has over 20 investment advisory firms as members and supervises the investment of over \$2.5 billion of clients' monies. David is also on the board of Premium.

David brings his extensive experience to the Board in providing financial services advice to clients, portfolio construction and in ensuring that managed investment schemes and structured and other financial products are relevant for individual investment portfolios.

David holds a practising certificate with CPA Australia, is a registered tax agent and a current member of the Financial Planning Association of Australia. He also has a Bachelor of Business (Accounting) from University of Technology Sydney.

The Board of Directors (excluding Nina Patricia Finlayson and David Robert Gordon who abstain) unanimously recommends the Shareholders vote in favour of Resolutions 2 and 3.

Glossary of terms

In the accompanying Notice of Meeting and Explanatory Statement the following words and expressions have the following meanings:

Term	Definition
Annual Report	means the Consolidated Financial Report, Directors Report and the Auditors Report for the year ended 30 June 2018.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.
Auditor's Report	means the auditor's report on the Consolidated Financial Report.
Board	means the board of directors of the Company.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that the ASX declares is not a business day.
Chair or Chairman	means the Chairman of the Company as approved from time to time and includes an acting Chairman.
Closely Related Party	is defined in the Corporations Act and includes: a spouse, dependent and certain other close family members of Key Management Personnel, as well as any companies controlled by a member of the Key Management Personnel.
Company	means Raiz Invest Limited (ACN 615 510 177).
Corporations Act	means <i>Corporations Act 2001</i> (Cth) and the Corporations Regulations (as defined in the <i>Corporations Act 2001</i> (Cth)).
Directors	means the directors of the Company from time to time including Executive Directors and Independent, Non-Executive Directors.
Directors Report	means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Explanatory Statement	means the accompanying Explanatory Statement and which forms part of this Notice.
Key Management Personnel	is defined in accounting standards and broadly includes all persons having authority and responsibility for planning, directing and controlling activities of the Company, directly or indirectly, including all Directors (whether executive or otherwise) of the Company.
Listing Rules	means the listing rules of ASX.
Meeting	means the Annual General Meeting of the Company to be held on 15 November 2018.



Notice, Notice of Meeting

means the Notice of 2018 Annual General Meeting.

Proxy Form

means the proxy form attached to the Notice.

Remuneration Report

means the remuneration report set out in the Director's Report section of the Company's Annual Report for the year ended 30 June 2018

Resolution

means a resolution referred to in this Notice.

Share

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

Shareholder

means a Shareholder of the Company.

Subsidiaries

means all subsidiaries of the Company, being Raiz Invest Australia Limited and Instreet Investment Limited.

In the Notice and this Explanatory Statement, words importing the singular include the plural and vice versa.



Raiz Invest Limited
ABN 74 615 510 177

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

or if you want to deliver it by hand
Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182183

SRN/HIN:

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

For your vote to be effective it must be received by 11:00 am on Tuesday, 13th November 2018

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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 the offices of BDO East Coast Partnership - 1 Margaret Street, Sydney, Level 11 on Thursday, 15th November 2018 at 11:00 am (Sydney time) 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 Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is 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 Item 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

	For	Against	Abstain
1. Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of a Director – Nina Patricia Finlayson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of a Director – David Robert Gordon	<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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /