

RAIZ INVEST LIMITED ACN 615 510 177 ("Company")
Corporate Governance Statement

Our Corporate Governance Statement addresses the recommendations contained in the 3rd Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd Edition) (**ASX CGC Principles and Recommendations**). This document was approved by the Board of Directors (**Board**) of the Company and summarises the governance practices which are in place at the Company.

ASX CGC Principles and Recommendations	Compliance by the Company
<p>Principle 1 – Lay solid foundations for management and oversight</p> <p><i>A listed entity should establish and disclose the respective roles and responsibilities of the board and management and how their performance is monitored and evaluated.</i></p>	
<p>Recommendation 1.1</p> <p>A listed entity should disclose the respective roles and responsibilities of its board and management, and those matters expressly reserved to the board and those delegated to management.</p>	<p>The Board has adopted a Board Charter under which it is responsible for the Company's overall corporate governance.</p> <p>In conducting business in accordance with this responsibility, the Board is committed to maximising performance, adding value to stakeholders, generating appropriate levels of shareholder value, monitoring the effectiveness of the Company's corporate governance processes and sustaining the Company's long-term growth and success. The Board seeks to ensure the Company is properly managed to protect and enhance stakeholder and shareholder interests, and to ensure that the Board and all officers and staff operate in an appropriate environment of corporate governance.</p> <p>In accordance with the Board Charter, the Board has reserved to itself the following specific responsibilities to:</p> <ul style="list-style-type: none"> • provide leadership and set the strategic objectives of the Company, and oversee management implementation of those strategic objectives and performance generally; • appoint and when necessary replace the chairperson (and deputy), the Chief Executive Officer (CEO) and senior executives; • through the chairperson, oversee the role of the company secretary;



	<ul style="list-style-type: none">• approve operating budgets and major capital expenditure;• oversee the integrity of the Company's accounting and corporate reporting systems, including external audit;• oversee the Company's process for making timely and balanced disclosure;• ensure that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;• approve the Company's remuneration framework; and• monitor the effectiveness of the Company's governance practices. <p>The Board has delegated to the MD/CEO the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to the Board and its committees under their charters or under specific limitation or guidance from the Board.</p> <p>In exercising this delegated authority, the MD/CEO is responsible for implementing the policies and strategy approved by the Board. In carrying out these responsibilities, the MD/CEO must report to the Board in a timely and clear manner and ensure all reports to the Board present a true and fair view of our financial condition and operational results.</p> <p>The MD/CEO has the authority to sub-delegate to the senior management team.</p> <p>The Board Charter is available on the Company's website at www.raizinvest.com.au/investors/governance/.</p>
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<p>Recommendation 1.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	<p>Prior to the appointment of any new Non-Executive Director, appropriate checks are conducted to determine whether the candidate has the capabilities needed and is fit and proper to undertake the responsibilities of the role. On appointment, each Director receives a formal letter, outlining the key terms, conditions and expectations of their appointment. Following appointment, new directors attend an orientation program which includes briefings on the Company's strategy, financial, operational and risk management matters and our governance framework. At Board meetings, Directors receive regular briefings on the business and key developments in areas such as governance, regulatory and accounting matters. Non-executive directors periodically meet without executive directors or management present and the Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.</p> <p>The Nomination and Remuneration Committee (NRC) assists and advises the Board in relation to the following matters for Non-Executive Directors on the Board and Board Committees:</p> <ul style="list-style-type: none"> • Board succession planning generally; • induction and continuing professional development programs for directors; • the development and implementation of a process for evaluating the performance of the Board, its committees and directors; • the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment; • the appointment and re-election of directors; and • ensuring there are plans in place to manage the succession of the chief executive officer and managing director ("CEO") and other senior executives, • remuneration policies and practices for the Board, the CEO, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of the Company; and
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	<ul style="list-style-type: none"> • matters related to organisational culture and Company values. <p>One of the responsibilities of the Nomination and Remuneration Committee is to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise.</p> <p>In doing so, the Board requires appropriate checks to be undertaken in relation to that potential Board candidate.</p> <p>Additionally, the Nomination and Remuneration Committee assists and advises the Board on the re-election of directors. Retiring directors standing for re-election are assessed by considering a number of factors including but not limited to skills, experience, expertise, personal qualities and attributes, the capability to devote the necessary time and commitment to the role, and potential conflicts of interest and independence.</p> <p>In its recommendation to shareholders in relation to the election or re-election of a director, the notice for an annual general meeting (AGM) sets out material information that would be relevant to the shareholder's decision.</p> <p>The Nomination and Remuneration Committee Charter is available on the Company's website at www.raizinvest.com.au/investors/governance/.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>All Company directors and senior executives have entered into written appointment agreements with the Company.</p> <p>Specifically:</p> <ul style="list-style-type: none"> • the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and • the executive director and senior executives of the Company have entered into employment agreements, setting out the terms and conditions of their employment.



<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the Board.</p>	<p>Raiz Invest Limited has one company secretary, appointed by the Board.</p> <p>As set out in the Board Charter, the Company Secretary is accountable directly to the Board, through the chairperson, on all matters to do with the proper functioning of the Board.</p> <p>The Company Secretary is responsible for:</p> <ul style="list-style-type: none"> • advising the Board and its committees on governance matters; • monitoring that the Board and committee policy and procedures are followed; • coordinating the timely completion and dispatch of Board and committee papers; • ensuring that the business at Board and committee meetings is accurately captured in the minutes; and • helping to organise and facilitate the induction and professional development of directors and the Company Secretary.
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ol style="list-style-type: none"> a) have a diversity policy which includes requirements for the board or a relevant committee of the board for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; b) disclose that policy or a summary of it; and c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either: <ol style="list-style-type: none"> 1) the respective proportions of men and women on the 	<p>The Board and executive leadership team of the Company are committed to workforce diversity in its broadest sense, and consider this diversity and inclusiveness as a strength of the business and an investment in the creation of a sustainable business capable of delivering long term shareholder value.</p> <p>The Company Diversity Policy is available on the Company's website at www.raizinvest.com.au/investors/governance/.</p> <p>The Company has not currently established any measurable gender diversity objectives, however, consistent with the Diversity Policy, it is the Board's intention to establish measurable objectives for achieving gender diversity which will be assessed on at least an annual basis.</p> <p>The Diversity Policy is underpinned and supported by a suite of policies and practices that are applicable to all who work at the Company and which promote an environment that attracts and retains well qualified employees, senior management and Board candidates regardless of</p>



<p>board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or</p> <p>2) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators” as defined in and published under the Act.</p>	<p>gender, and reflective of diversity of thought and experience.</p>
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>In accordance with the Board Charter, each director’s performance will be assessed when standing for re-election. Before each AGM, the chairperson of the Board will assess the performance of any director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the director (in the absence of the director involved). The Board (excluding the chairperson), will conduct the review of the chairperson. The Company discloses all information relevant to a decision whether or not to elect or re-elect a director in the notice of meeting for the AGM.</p> <p>The Board has agreed to conduct annual evaluations of its performance, including its Committees, and of each Director. Following completion of a board survey by each Board member, the Chair holds one-to-one interviews with each Director on their performance and the performance of the Board as a whole and its Committees.</p> <p>The performance of the Chair is evaluated by one of the other Non-Executive Directors, usually the Chair of the NRC, in a one-to-one interview with the Chair and incorporating feedback from the other Directors. The Board then reviews and discusses the collated results of those interviews to determine ways to enhance the effectiveness and efficiency of the Board.</p> <p>A formal evaluation of the performance of the Board, its Committees and each Director has not been</p>



	<p>conducted during FY20 and is scheduled for FY21 in accordance with the process outlined above.</p> <p>In addition, each of the Audit and Risk Committee Charter and the Nomination and Remuneration Committee Charter sets out when reviews are to take place with respect to each committee. Specifically:</p> <ul style="list-style-type: none"> • the Audit and Risk Committee will review its performance from time to time; • the Nomination and Remuneration Committee will review its performance at least annually, or earlier if circumstances dictate; and • both committees will review their performance whenever there are major changes to the management structure of the Company.
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ol style="list-style-type: none"> a) have and disclose a process for periodically evaluating the performance of its senior executives; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	<p>The Board conducts an annual performance assessment of the CEO and the CEO and Board together undertake assessments of senior executives. In assessing the performance of the individual executives, the review includes consideration of the senior executive's function, individual targets, group targets, and the overall performance of the Company.</p> <p>High level performance evaluation of senior executives is undertaken by the CEO, taking into consideration both qualitative and quantitative measures, together with remuneration recommendations which must be approved by the Board after consultation with the Nomination and Remuneration Committee. The CEO also provides regular feedback to senior executives in relation to performance and development.</p> <p>Performance reviews in accordance with these processes were conducted in respect of the CEO and other Key Management Personnel during FY20.</p>



Principle 2 – Structure the board to add value

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively

Recommendation 2.1

The board of a listed entity should:

- a) have a nomination committee which:
 - 1) has at least three members, a majority of whom are independent directors; and
 - 2) is chaired by an independent director,
 - 3) and disclose:
 - 4) the charter of the committee;
 - 5) the members of the committee; and
 - 6) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Board has established a Nomination and Remuneration Committee, which has authority and power to exercise the roles and responsibilities granted to it under the Nomination and Remuneration Committee Charter, and any other resolutions of the Board from time to time.

The committee is comprised of three members, as follows:

- two independent, non-executive directors, Ms Nina Finlayson and Mr Peter Fay; and
- one executive director, Mr George Lucas.

The chairperson of the committee, Nina Finlayson, is an independent, non-executive director.

In accordance with the Nomination and Remuneration Committee Charter, the committee will meet as frequently as required to perform its functions.

The number of times the committee met throughout FY20 and the individual attendance of committee members is set out in the Company's FY20 Annual Report.

The charter of the Nomination and Remuneration Committee is available on the Company's website at www.raizinvest.com.au/investors/governance/

Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

In accordance with the Board Charter, the Company seeks to achieve a range of skills, knowledge, experience, independence and diversity, together with an understanding of and competence to deal with current and emerging issues of the business. Requisite skills include financial products and markets, financial services, technology, regulatory compliance and marketing.



	The current Board covers the majority of skills required and any new director to be appointed to the Board will be selected on the basis of his or her ability to strengthen and develop the Board's abilities in these key areas.
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> a) the names of the directors considered by the board to be independent directors; b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX CGC Principles and Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and c) the length of service of each director. 	<p>Biographical information about the Company's Board is disclosed on our website at www.raizinvest.com.au//investors/directors-management/.</p> <p>The Board considers each of its non-executive directors, Peter Fay, Kelly Humphreys, David Gordon and Nina Finlayson to be independent.</p> <p>The Board will regularly assess the independence of each director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board, and each independent director is required to provide the Board with all relevant information for this purpose.</p> <p>If the Board determines that a director's independent status has changed, that determination will be disclosed to the market in a timely fashion.</p>
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	The Board comprises a majority of independent directors. Out of the five Board members, all of the Board's non-executive directors, being Peter Fay, Kelly Humphreys, David Gordon and Nina Finlayson, are considered to be independent directors.
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The chairperson of the Board is Peter Fay, who is an independent, non-executive director.</p> <p>The MD/CEO of the Company is George Lucas.</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>In accordance with the Board Charter, directors are expected to participate in any induction or orientation program on appointment, and any continuing education or training arranged for them.</p> <p>Directors are encouraged and supported by the Company to undertake appropriate professional development opportunities. The Company Secretary will help to organise and facilitate the induction and professional development of directors as required.</p>



<p>Principle 3 – Act ethically and responsibly</p> <p><i>A listed entity should act ethically and responsibly.</i></p>	
<p>Recommendation 3.1</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> a) have a code of conduct for its directors, senior executives and employees; and b) disclose that code or a summary of it. 	<p>The Board has adopted a Code of Conduct which sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of the Company's business and people, taking into account the Company's legal and other obligations to its stakeholders.</p> <p>The Code of Conduct applies to all directors, as well as all officers, employees, contractors, consultants, other persons that act on behalf of the Company and associates of the Company.</p> <p>The Code of Conduct is available on the Company's website at www.raizinvest.com.au/investors/governance/</p>
<p>Principle 4 – Safeguard integrity in corporate reporting</p> <p><i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i></p>	
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> a) have an audit committee which: <ul style="list-style-type: none"> 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ul style="list-style-type: none"> 3) the charter of the committee; 4) the relevant qualifications and experience of the members of the committee; and 5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of 	<p>The Board has established an Audit and Risk Committee. This committee is responsible for, amongst other things, appointing the Company's external auditors and overseeing the integrity of the Company's financial reporting systems and financial statements.</p> <p>The committee is comprised of three independent non-executive directors, Mr Peter Fay, Ms Kelly Humphreys and Mr David Gordon.</p> <p>The chairperson of the Audit and Risk Committee, Mr David Gordon, is an independent director.</p> <p>The Audit and Risk Committee Charter is available on the Company's website at www.raizinvest.com.au/investors/governance/</p> <p>The relevant qualifications and experience of Mr David Gordon, Mr Peter Anthony Fay, and Ms Kelly Humphreys are listed on the Company's website at www.raizinvest.com.au/investors/directors-management/.</p> <p>The number of times the committee met throughout FY20 and the individual attendance of committee</p>



<p>the members at those meetings; or</p> <p>b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>members is set out in the Company FY20 Annual Report.</p>
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>The Board receives regular reports about the operational results and financial condition of the Company. The Board has received and considered a declaration from each of the CEO and COO in relation to the financial statements in accordance with ASX Recommendation 4.2. that in their opinion:</p> <ul style="list-style-type: none"> • the financial statements of the Company have been properly maintained; • the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and • their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer question from security holders relevant to the audit.</p>	<p>In accordance with the Company's Disclosure and Communication policy, the external auditor is required to attend the AGM and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.</p> <p>The Disclosure and Communication Policy is available on the Company's website at www.raizinvest.com.au/investors/governance/</p>



<p>Principle 5 – make timely and balanced disclosure</p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>	
<p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>b) disclose that policy or a summary of it.</p>	<p>The Board has adopted a Disclosure and Communication Policy, which sets out the Company’s commitment to the objective of promoting investor confidence and the rights of shareholders by:</p> <ul style="list-style-type: none"> • complying with the continuous disclosure obligations imposed by law; • ensuring that Company announcements are presented in a factual, clear and balanced way; • ensuring that all shareholders have equal and timely access to material information concerning the Company; and • communicating effectively with shareholders and making it easy for them to participate in general meetings. <p>The Disclosure and Communication Policy is available on the Company’s website at www.raizinvest.com.au/investors/governance/</p>
<p>Principle 6 – Respect the rights of security holders</p> <p><i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i></p>	
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Information concerning the Company and its governance practices is available on the Company’s website at https://raizinvest.com.au/investors/governance/</p> <p>The Company’s website URL is www.raizinvest.com.au.</p>
<p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Board has adopted a Disclosure and Communications Policy which supports its commitment to effective communication with its shareholders. In addition, the Company communicates with its shareholders:</p> <ul style="list-style-type: none"> • by making timely announcements; • by posting relevant information on to its website; • by inviting shareholders to make direct enquiries to the Company; and



	<ul style="list-style-type: none"> • through the use of general meetings. <p>The Disclosure and Communications Policy is available on the Company's website at www.raizinvest.com.au/investors/governance/</p> <p>Shareholders can also contact the Company at ir@raizinvest.com.au</p>
<p>Recommendation 6.3</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>The Company's shareholders are encouraged to attend general meetings and the notice of such meetings will be given in accordance with the Company's constitution, the Corporations Act 2001 (Cth) and the ASX Listing Rules.</p> <p>As set out in the Company's constitution, shareholders may:</p> <ul style="list-style-type: none"> • attend meetings in person; • appoint a proxy, attorney or representative to vote on their behalf; or • at the directors' determination, direct vote on the resolution(s) proposed at the relevant meeting. <p>In addition, the Company's external auditor attends the AGM and is available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.</p>
<p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company's shareholders may elect to receive information from the Company and its registry electronically. Otherwise, the Company and its registry will communicate by post with shareholders who have not elected to receive information electronically.</p> <p>The Company's share registry helps to manage these shareholder communication preferences (www.investorcentre.com/contact)</p>



Principle 7 – Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework

Recommendation 7.1

The board of a listed entity should:

- a) have a committee or committees to oversee risk, each of which:
 - 1) has at least three members, a majority of whom are independent directors; and
 - 2) is chaired by an independent director,
 and disclose:
 - 3) the charter of the committee;
 - 4) the members of the committee; and
 - 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Board has established an Audit and Risk Committee to, amongst other matters, ensure that the Company has an effective risk management system in place and to manage key risk areas.

The committee is comprised of three independent non-executive directors, Mr Peter Fay, Ms Kelly Humphreys and Mr David Gordon.

The chairperson of the Audit and Risk Committee, Mr David Gordon, is an independent director.

The Audit and Risk Committee Charter is available on the Company's website at www.raizinvest.com.au/investors/governance/

The number of times the committee met throughout FY20 and the individual attendance of committee members is set out in the Company FY20 Annual Report.

Recommendation 7.2

The board or a committee of the board should:

- a) Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
- b) Disclose, in relation to each reporting period, whether such a review has taken place.

Raiz Invest Limited views risk management as a continual process, integral to achieving our corporate objectives, effectively managing our assets and creating and maintaining shareholder value. The Company has a number of committees reviewing risk issues including the Board Audit and Risk Committee as well as a number of underlying Management risk committees including the Compliance Committee, the Cyber, Technology, Data and Information Security Risk Committee, the Investment Committee and Operational Risk Committee.

Our Board, advised by the Audit and Risk Committee and Key Management Personnel, is responsible for



	<p>overseeing the risk management framework. The Audit and Risk Committee is responsible for ensuring that we maintain effective risk management and internal control systems.</p> <p>During FY20 Raiz Invest Limited reviewed and updated its risk register. The four management risk committees met quarterly to identify and monitor different areas of risk. The minutes of these committee meetings were provided to the Board.</p> <p>The Board refers to the risk register and input from the various risk committees in determining the top risk exposures and the setting of the Company's risk appetite. The Board holds management responsible for the accuracy of the risk registry and to keep the registry current.</p> <p>Going forward, the Board intends to undertake quarterly review of its risk registry and the risk committee structures to ensure the framework remains sound and continues to achieve its objectives.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> a) if it has an internal audit function, how the function is structured and what role it performs; or b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. 	<p>The Company does not have an internal audit function. However, as set out in the Audit and Risk Committee Charter, the committee has responsibility to ensure that the Company has appropriate internal audit systems and controls in place, and to oversee the effectiveness of these internal controls. The committee is also responsible for conducting investigations of breaches or potential breaches of these internal controls.</p> <p>In addition, the Audit and Risk Committee is responsible for preparing a risk profile which describes the material risks facing the Company, regularly reviewing and updating this risk profile and assessing and ensuring that there are internal controls in place for determining and managing key risks.</p>
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The material economic risks faced by the Company that are likely to have an effect on the financial prospects of the Company, are in line with it being a rapidly growing small cap Australian financial technology company with expansion of both product and geographical footprint within Southeast Asia. In common with many listed entities, the Company may</p>



	<p>face exposure to the economic and health risks from the COVID-19 pandemic.</p> <p>The Board refers to the risk registry in setting the Company's risk appetite and to hold management responsible for its accuracy and update. The risk registry was updated to include financial and operating emerging risks specifically associated with COVID-19, which are closely monitored by the Board.</p> <p>Going forward, the Board intends to undertake quarterly review of its risk registry and the risk committee structures to ensure the framework remains sound and continues to achieve its objectives.</p> <p>The Company does not have material exposure to environmental or social sustainability risks.</p>
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Principle 8 – Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives to align their interests with the creation of value for security holders.

Recommendation 8.1

The board of a listed entity should:

- a) have a remuneration committee which:
 - 1) has at least three members, a majority of whom are independent directors; and
 - 2) is chaired by an independent director,
 and disclose:
 - 3) the charter of the committee;
 - 4) the members of the committee; and
 - 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

The Board has established a Nomination and Remuneration Committee. The Committee is responsible for developing, reviewing and making recommendations on:

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

The Nomination and Remuneration Committee is comprised of three members, as follows;

- two independent, non-executive directors, Ms Nina Finlayson and Mr Peter Fay; and



<p>b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<ul style="list-style-type: none"> • one executive director, Mr George Lucas. <p>The chairperson of the committee, Ms Nina Finlayson, is an independent, non-executive director.</p> <p>In accordance with the Nomination and Remuneration Committee Charter, the committee will meet as frequently as required to perform its functions.</p> <p>The number of times the committee met throughout FY20 and the individual attendance of committee members is set out in the Company FY20 Annual Report.</p> <p>The charter of the Nomination and Remuneration Committee is available on the Company's website at www.raizinvest.com.au/investors/governance/</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of executive directors and other senior executives.</p>	<p>The policies regarding remuneration of non-executive directors and employment arrangements of executive directors are disclosed in the audited Remuneration Report, which forms part the Company's Annual Report.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b) disclose that policy or a summary of it.</p>	<p>Under the Company's Trading Policy, certain designated persons are prohibited from entering into transactions or arrangements with anyone which could have the effect of limiting their exposure to risk relating to an element of their remuneration that:</p> <ul style="list-style-type: none"> • has not vested; or • has vested but remains subject to a holding lock. <p>In addition, the Company has a policy relating to certain designated persons prohibiting the entry into margin lending arrangements relating to the Company's shares, prohibiting short term or speculating trading in the Company's shares or in financial products associated with the Company's securities and prohibiting dealing in financial products associated with the Company's securities.</p> <p>The Company's Trading Policy is available on the Company's website at www.raizinvest.com.au/investors/governance/</p>