

Risk & Technology Committee Charter

Raiz Invest Limited

1. Purpose and Authority

- 1.1. The purpose of this Risk & Technology Committee Charter is to specify the authority delegated to the Risk & Technology Committee (“Committee”) by the board of directors (“Board”) of Raiz Invest Limited (“Company”) and to set out the role, responsibilities, membership and operation of the Committee. The Company and its subsidiaries are collectively referred to as “the Group.”
- 1.2. The Committee is a committee of the Board established in accordance with the Company’s constitution and is authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities for the Group by advising and making appropriate recommendations to the Board. It has the authority and power to exercise the responsibilities set out in this charter and under any separate resolutions of the Board granted to it from time to time.

2. Role of the Committee

- 2.1. The role of the Committee is to assist the Board to effectively discharge its responsibilities in respect of the following matters:
 - a. The effectiveness of the Risk Management Framework (RMF) and the management of risk within the Risk Appetite Statement (RAS) as determined by the Board;
 - b. The effectiveness of the Compliance Management Framework (CMF) to achieve compliance with applicable codes, legislation, regulations and relevant standards;
 - c. The effectiveness of the cyber and technology strategy in protecting the confidentiality, integrity and availability of systems and information.
 - d. Technology-related investments, operations and strategies and their alignment with the Group’s overall strategy and objectives.

3. Responsibilities of the Committee

The responsibilities of the Committee include, but are not limited to:

Risk Management

- 3.1. Monitoring and reviewing the RMF and the risk profile and controls with regard to the risk appetite and overseeing the Risk Management Strategy (RMS),
- 3.2. Monitoring the risk culture and the extent to which the culture consistently supports operations within the risk appetite. Identifying desirable changes to the risk culture and ensuring steps are taken to address those changes.
- 3.3. Monitoring and reviewing at least annually management’s performance against the RMF, including whether management is operating within the risk appetite and policies approved by the Board.

- 3.4. Reviewing the findings of any independent review of the appropriateness, effectiveness and adequacy of the RMF, which is undertaken.
- 3.5. Assessing the effectiveness of policies and processes for managing risk. Reviewing risks, including the risk profile, new and emerging risk identification, financial risk management (market, capital, liquidity and balance sheet), and operational risk management and controls including with respect to occupational health and safety issues in conjunction with the Nomination, Remuneration and Culture Committee.
- 3.6. Overseeing risks inherent in the Group's operations and recognising uncertainties, limitations and assumptions attached to the measurement of risk.
- 3.7. Reviewing reports from management or any Board Committee regarding:
 - a. any significant breaches, or material deviation from the RMF; and
 - a. resolutions to risk matters and incidents, and monitoring management's remediation plans.
- 3.8. Reporting and making recommendations to the Board on the adequacy of or revisions needed in relation to the RMF, the RAS, the risk profile, operational risk, policies and/or processes or resources for managing risk.
- 3.9. Constructively challenging management's proposals and decisions on aspects of risk management and compliance matters.
- 3.10. Reviewing reports from management on the annual insurance strategy, including the adequacy of coverage and limits of insurance policies, and associated costs. Reviewing and reporting to the Board on all material aspects of the insurance program, including making recommendations on the engagement of the insurance broker and reporting on any major insurance claims arising or claims made.

Compliance Management

- 3.11. Providing oversight of compliance and reviewing the adequacy and effectiveness of the compliance program and systems and procedures to comply with all relevant legislation and regulations, codes of conduct and other industry requirements.
- 3.12. Reviewing reports and other updates from management to ensure the scope and depth of compliance review activities is appropriate and adequately reflected in the risk profile.
- 3.13. Reviewing material incidents involving fraud or a breakdown of risk controls and the nature and effectiveness of action plans implemented to address identified compliance weaknesses.
- 3.14. Making recommendations to the Board on the adequacy of the compliance program and any proposed changes to internal policies and procedures to prevent future occurrences and breaches.

Technology and Cyber

- 3.15. Review and provide overall oversight on technology systems and cyber security measures to protect the confidentiality, integrity and availability of systems and information, including the ability to deal with emerging technology risks.
- 3.16. Review the effectiveness of the cyber and technology strategy and the controls and procedures in place to identify, assess and manage risk in accordance with the RMF, the cyber risk profile, the cyber risk appetite statement and new or emerging technology and security risks.
- 3.17. Review the cyber and technology strategy and ensure that it remains aligned with the overall Group strategy and is effectively maintained and implemented, including key technology or data-related projects.
- 3.18. Monitor the effectiveness of the cyber security governance structure at management level to ensure ongoing compliance with applicable standards and that critical data assets are identified, backed-up and securely maintained and protected against intentional and unintentional access breaches.
- 3.19. Review the sourcing and selection of key external technology suppliers and the contractual arrangements with third-party service providers. Ongoing monitoring and reporting to ensure that controls support the secure and compliant sharing of data and service performance is maintained.
- 3.20. Review the adequacy of incident response plans, including business continuity, crisis management, and disaster recovery plans and that appropriate scenario planning and testing is undertaken to ensure preparedness to respond and protect the Group.
- 3.21. Review the delivery of the cyber security education and awareness and knowledge programs for staff, contractors and consultants.
- 3.22. Report and make recommendations to the Board in relation to the cyber and technology strategy, technology systems and cyber security matters.
- 3.23. Reviewing and making recommendations to the Board on proposals for technology investments over \$2 million in capital value or categorised as high risk, including understanding the balance of the overall investment portfolio across risk and return.
- 3.24. Receiving and reviewing reports from management on:
 - a. the cyber and technology strategy, cyber risk management, changes and progress on gaps identified in cyber security controls;
 - b. progress (including post implementation reviews) of all key technology projects; and
 - c. technology and cyber risk and major technology and cyber security incidents.

Oversight of Subsidiary Committees

- 3.25. Overseeing the effective management of the Raiz Australian Financial Services Licence (AFSL).

3.26. Overseeing the effectiveness of management committees relating to:

- a. Compliance
- b. Operational Risk
- c. Investment
- d. Cyber, Data & Information

Key Risk Officer

- 3.27. Overseeing the appointment and removal of the key risk officer.
- 3.28. Provide input for setting the objectives for and reviewing the performance and effectiveness of the key risk officer.
- 3.29. Support the independence of the key risk officer who will be involved in and have the authority to provide effective challenge to activities and decisions that may materially affect the risk profile.
- 3.30. The key risk officer has a direct reporting line to the MD & CEO and unfettered access to the Committee Chair, the members of the Committee and the Board.

Other Responsibilities

- 3.31. Overseeing that sufficient resources and skills are dedicated to risk management, compliance and technology and that the operational structure of the Group facilitates effective risk, compliance and technology and functions.
- 3.32. Overseeing statutory reporting requirements pertaining to risk matters, including reviewing any declarations required by regulators on risk management and dealing promptly with external reviews.
- 3.33. Overseeing the assessment to determine the continuing fitness, propriety and suitability of the Group's Accountable Persons, at least annually.
- 3.34. Reviewing and making recommendations to the Nomination, Remuneration & Culture Committee and Board on the risk management key performance indicators included in the performance plans for Group Executives and senior management.
- 3.35. Regularly reviewing and receiving reports from the Chair of the Audit Committee and the Chair of the any subsidiary company Committee on relevant audit, and/or risk, matters.
- 3.36. Reviewing and advising the Audit Committee on relevant matters including the carrying value of IT assets and any impairment.
- 3.37. Overseeing and monitoring the reporting of Group's activities with respect to relevant environmental, social and governance activities.

4. Composition

- 4.1. The Board will appoint all members of the Committee, including the Chair of the Committee.
- 4.2. The Committee must comprise of a minimum of three members.

- 4.3. The majority of Committee members must be independent Non-Executive Directors of the Raiz Board. The Committee may also choose to have an independent external member of the Committee.
- 4.4. The Committee Chair must be an independent Non-Executive Director and must not be the Chair of the Audit Committee.
- 4.5. The Chair of the Board cannot be Chair of the Committee but must be a member of the Committee.
- 4.6. The Committee Chair is responsible for leading the Committee and overseeing processes for the Committee's performance of its role in accordance with this Charter.
- 4.7. If the Committee Chair is absent from a meeting, the members of the Committee present will appoint a Chair for that meeting.
- 4.8. The Company Secretary, their designated representative, or such other person as the Board may nominate, will act as Committee Secretary.
- 4.9. A person will cease to be a member of the Committee if:
 - e. the person gives reasonable notice in writing to the Chair of the Board of the person's resignation as a member of the Committee;
 - a. the Chair of the Board gives the person notice in writing that the person is to cease to be a member of the Committee; or
 - b. the person ceases to be a director, in which case the person automatically ceases to be a member of the Committee.

5. Meetings

- 5.1. The Committee will meet a minimum of four times per financial year and otherwise as often as is necessary to fulfil its responsibilities.
- 5.2. Meeting dates and times are to be determined by the Committee Chair. However, any Committee member may call a committee meeting at any time. On the request of a committee member, the Committee Secretary must convene a meeting of the Committee provided that reasonable notice is given to all Committee members.
- 5.3. The agenda for Committee meetings will:
 - a. be prepared by the Committee Secretary and approved by the Committee Chair; and
 - a. include items required by this Charter and any other items requested by Committee members or management and approved by the Committee Chair.
- 5.4. The Committee Secretary will endeavour to ensure that Committee meeting papers are distributed at least 7 days prior to each meeting.
- 5.5. A quorum for any Committee meeting will be two independent Non-Executive Directors who, at any given time, are able to vote on the particular matter before the meeting at that time.

- 5.6. The Committee may adopt any rules and regulations as it considers appropriate to conduct its activities, provided they do not conflict with the Company's Constitution, this Charter or any resolution of the Board.

6. Attendance by non-members

- 6.1. Each member of the Board who is not a member of the Committee will receive all Committee meeting papers and may attend all Committee meetings.
- 6.2. The Managing Director & CEO and other relevant members of the Group Executive may be invited to attend meetings as required.
- 6.3. Non-members in attendance at Committee meetings will have no voting rights and may be asked to withdraw from all or any part of a committee meeting.

7. Reporting

- 7.1. Minutes of Committee meetings will be circulated to all Board members.
- 7.2. The Committee Chair will provide regular reports to the Board in relation to its activities and make recommendations, as appropriate.

8. Conflicts of interest

- 8.1. The guidelines set out by the Company and approved by the Board relating to declaring and dealing with conflicts of interests at a Board level will apply to Committee meetings.

9. Access to Information and Advisers

- 9.1. The Committee in discharging its responsibilities, may obtain, at the Company's expense independent accounting, legal, insurance, compliance, risk management or other professional advice (including, without limitation advice from any external advisers, consultants or specialists) as it determines necessary or appropriate to perform its responsibilities under this charter. Expenses for such external advice which exceed the approved delegated authority of the Committee will require the prior approval of the Board.
- 9.2. The Board authorises the Committee, in fulfilling its purpose and discharging its responsibilities, to conduct or authorise inquiries or investigations into any matters within its scope of responsibility. With Board approval, the Committee may retain lawyers, accountants or others to advise the Committee or assist in the conduct of any such inquiries or investigations.
- 9.3. The Committee has no authority to bind or to act for, or on behalf of, the Board or the Company. Its primary corporate governance role is to assist the Board to discharge its responsibilities with respect to risk, and compliance.

10. Access to management or other parties

- 10.1. The Committee has free and unfettered access to senior management, risk, compliance and technology personnel and any other internal or external parties, and may make any enquiries, to fulfil its responsibilities.

11. Access to independent advice

- 11.1. The Committee may seek independent advice in connection with fulfilling its responsibilities (including by engaging and receiving advice and recommendations from appropriate independent experts or consultants) at the Company's expense, subject to obtaining the prior written approval of the Chair of the Board (such approval not to be unreasonably withheld).
- 11.2. The engagement and any advice received will be independent of management.

12. Committee performance

- 12.1. The Committee will review its performance annually as part of the annual Board performance review and will report on the findings and any recommendations resulting from its review to the Board.

13. Review

- 13.1. The Committee will review this Charter as required and at least every two years and will recommend any amendments to the Board for approval.
- 13.2. The charter may be amended by resolution of the Board.

14. Delegation to act

- 14.1. The Committee may, in its discretion, delegate some or all of its responsibilities to the Committee Chair, the Chair of the Board, or a sub-committee of the Committee.

15. Other

- 15.1. Committee members will be available to meet with regulators on request.
- 15.2. The Committee will perform any other responsibilities as determined by the Board from time to time.

This charter will be available on the Company's website and the key features may be published in the annual report or a link to the governance section of the website provided.

Approved by the Board on 9th November 2022