

**Australian  
Ethical**

For personal use only

# Notice of Meeting

**ANNUAL GENERAL MEETING**

10 am Thursday, 28 October 2021



# Notice of Meeting

The Annual General Meeting of Australian Ethical Investment Limited will be held on Thursday, 28 October 2021 commencing at 10 am via webcast using this URL:

[agmlive.link/AEF21](https://agmlive.link/AEF21)

Explanatory notes for the business to be conducted are attached to and form part of this Notice and should be read carefully (Explanatory Notes).

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter [agmlive.link/AEF21](https://agmlive.link/AEF21) into a web browser on your computer or online device:

Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and

Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Shareholders are requested to participate in the AGM virtually via our virtual AGM platform at [agmlive.link/AEF21](https://agmlive.link/AEF21) or via a Direct Voting Form or the appointment of a proxy.

Further information on how to participate virtually is set out in this Notice and the [Online Guide](#).

## Ordinary Business

### 1. Accounts

To receive and consider the financial statements of the Company and its Controlled Entities for the year ended 30 June 2021 and the related Directors' Report, Directors' Declaration and Auditor's Report.

### 2. Adoption of Remuneration Report

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

That the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2021 be adopted.

### 3. Re-appoint Mara Bün

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

That Mara Bün, Director, be re-appointed as a Non-executive Director of the Company.

### 4. Re-appoint Michael Monaghan

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

That Michael Monaghan, Director, be re-appointed as a Non-executive Director of the Company.

### 5. An increase in the Director Fee Pool

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

That for the purposes of ASX Listing Rule 10.17, the Company reward persons who undertake the duties and responsibilities of being a Non-Executive Director (including attendance at meetings of the Board of Directors and Board Committees) by approving payments in total aggregate of no more than \$1 million.

By order of the Board



**Tom May**  
Company Secretary

# Explanatory Notes

## Resolution 1 Accounts

The financial statements of the Company for financial year 2021 have been lodged with the Australian Securities Exchange and with the Australian Securities and Investments Commission in accordance with statutory lodgement timetables and requirements. The financial statements are tabled at the AGM to be received and considered by shareholders. No formal resolution on the financial statements and reports is required.

## Resolution 2 Remuneration Report

**The Chairman of the Meeting intends to vote all available proxies FOR Resolution 2.**

Section 250R(2) of the Corporations Act requires directors to provide shareholders an opportunity to vote on a resolution to accept the Remuneration Report included in the Directors' report in the Annual Report. The Remuneration Report outlines the Company's remuneration arrangements for Directors, the Managing Director and certain Company executives for the financial year ended 30 June 2021. A reasonable opportunity for discussion of the Remuneration Report will be provided at the AGM. Under section 250R(3) the vote on the resolution is advisory only and does not bind the Directors or the Company.

The Company's remuneration structure for the CEO and key management personnel is a matter that the Board actively engages with through detailed reviews of the structure by the Board's People, Remuneration and Nominations Committee. This is done to ensure that we continue to reward employees fairly and provide a direct link between their effort and contribution and the long term performance of the Company. Our remuneration policy aligns to the philosophy of the Company that sees our people as key stakeholders in the Company's success.

The Board is confident that the current structure is fair, equitable and appropriate and that it has been a significant factor in the recent record performance of the Company.

The Directors recommend that shareholders vote for the adoption of the Remuneration Report.

## Resolution 3 Election of Mara Bün

**The Board recommend shareholders vote FOR Resolution 3.**

**The Chairman of the Meeting intends to vote all available proxies FOR Resolution 3.**

Ms Bün is standing for appointment, details of her qualifications and experience are:

### **Mara Bün**

*Non-Executive Director since 2013*

*BA (Political Economy), GAICD*

Mara is a Member of the People, Remuneration and Nominations Committee, the Investment Committee and the Australian Ethical Investment Limited and Australian Ethical Superannuation Pty Limited Audit, Risk & Compliance Committees. She is a Director of Australian Ethical Superannuation Pty Limited and Australian Ethical Foundation Limited. Mara brings executive experience from Green Cross Australia, Choice, CSIRO, Macquarie Bank and Canstar. She is a Founder of The Salmon Project, specialist advisors to Climatetech and Agritech scale-ups advancing Series B venture funding through deep tech R&D.

She is the Non-Executive Chair of four organisations: the Gold Coast Waterways Authority; Bowerbird Collective, a chamber music ensemble dedicated to inspiring nature conservation through performance; asset consultants Australian Impact Investments; and the Australian Conservation Foundation where Mara is also President.

Mara is co-founder of 'The Conversation Brazil' which aims to cultivate Brazilian university research insights towards empowering Brazil's large democracy and informing a global audience.

#### **Resolution 4 Election of Michael Monaghan**

**The Board recommend shareholders vote FOR Resolution 4.**

**The Chairman of the Meeting intends to vote all available proxies FOR Resolution 4.**

Mr Monaghan was appointed as a Non-Executive Director since 2017. Mr Monaghan is standing for re-appointment, details of his qualifications and experience are:

**Michael Monaghan**

*Non-Executive Director since 2017*

*BA, FIA, FIAA, FAICD*

Michael is Chair of the Investment Committee and a member of the People, Remuneration and Nominations Committee, the Product Disclosure Statement Committee and the Australian Ethical Investment Limited and Australian Ethical Superannuation Pty Limited Audit, Risk & Compliance Committees. He is a director of Australian Ethical Superannuation Pty Limited and the Australian Ethical Foundation Limited.

Michael has more than 30 years' experience in investment, consulting and leadership of financial services organisations both in Australia and internationally.

Michael is currently a Director of Flag Income Notes 3 Pty Ltd and Alpha Vista Financial Services Holdings Pty Ltd, a start-up global asset management business leveraging large scale data and computing capabilities and artificial intelligence.

#### **Resolution 5 Remuneration of Directors**

**The Board recommend shareholders vote FOR Resolution 5.**

**Subject to the Voting Exclusion Statement below the Chairman of the Meeting intends to vote all available proxies FOR Resolution 5**

"An entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its +ordinary securities."

The notice of meeting must include the following:

- the amount of the increase;
- the maximum aggregate amount of directors' fees that may be paid to all of the entity's non-executive directors;
- details of any +securities issued to a non-executive director under rule 10.11 or 10.14 with the approval of the holders of the entity's +ordinary securities at any time within the preceding 3 years; and
- a +voting exclusion statement"

For the purposes of ASX Listing Rule 10.17 (i.e. the Non-Executive Director fee pool), the Directors propose an increase in the remuneration fee pool of \$325,000 from an amount of \$675,000 per year to an aggregate amount of \$1 million per year. The Company does not issue securities to Non-Executive Directors.

The Non-Executive Director fee pool was last increased two years ago at the 2019 AGM. Following that increase in the pool Director fees were increased with effect from 1 December 2019 and since then have been increased by 2% on 1 March 2021 and Directors compulsory superannuation contributions were increased by 0.5% on 1 July 2021. Since the last substantive review of Director fees on 1 December 2019 the company has grown significantly and the total shareholder return has been in the order of 170%.

The advice that the Board has received is that Director fees paid by the company are at the bottom end of the range for companies of comparable size and the Board is seeking an increase in the Non-Executive Director fee pool at this AGM to allow for the possibility of:

- increases in Director fees to bring those fees more into line with market-based rates
- the appointment of additional Non-Executive Directors given the increasing scale of the company and the increasing complexity of the regulatory environment.

It should be noted that, if the Board decides not to appoint any additional Non-Executive Directors, the Board will not use all of the approved increase in the Director fee pool to increase fees paid to current Directors.

# Voting exclusion statements

## **Resolution 2 Remuneration Report**

As required by the Corporations Act 2001 (Corporations Act) no member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on proposed Resolution 2 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on proposed Resolution 2; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

The prohibition in the Corporations Act on members of the Company's key management personnel voting does not apply to the Chairman of the Meeting as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the Meeting to vote in that capacity on Resolution 2 (see the attached Explanatory Notes for AGM Agenda items for further information).

## **Resolution 5 Director Fee Pool**

The Company will disregard any votes cast in favour of resolution 5 by or on behalf of a director of the Company or an associate of a director. However, the Company will not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

# Additional information

## Annual report

The Company's annual report is available from its website at:

[australianethical.com.au/shareholder/sustainability-insights/](http://australianethical.com.au/shareholder/sustainability-insights/)

## Voting entitlements

The Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the AGM will be as it appears in the share register at 10 am on Tuesday, 26 October 2021 (Section 1074E; Regulation 7.11.37 Corporations Act 2001, ASTC Settlement Rules, Section 5.6).

## Recording of proceedings

Please note that the AGM will be recorded.

## All Resolutions by Poll

The Chair intends to call a poll on each of the resolutions proposed at the AGM. The Chair considers voting by poll to be in the interests of the shareholders as a whole and ensures the representation of as many shareholders as possible at the meeting.

## How to Vote

Shareholders may vote by either:

- a. Voting online before the meeting
- b. Using the online platform during the AGM
- c. Appointing a Proxy

### a. Voting online before the meeting

This can be done here: [linkmarketservices.com.au](http://linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" – Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

### b. Using the online platform during the AGM

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter [agmlive.link/AEF21](http://agmlive.link/AEF21) into a web browser on your computer or online device;
- Securityholders will need their SRN or HIN (printed at the top of the Voting Form); and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 10 am (Sydney time) on 29 October 2021 and the time at which the Chair announces voting closure.

More information about online participation in the Meetings is available in the Online Guide at [agmlive.link/AEF21](http://agmlive.link/AEF21).



### c. Appointing a proxy

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

To appoint a proxy, ordinary shareholders should complete the proxy form distributed with this notice of meeting. The proxy form must be deposited at the share registry, Link Market Services Limited, or at the Company's Registered Office not later than 48 hours before the commencement of the meeting (i.e. by 10 am on Tuesday, 27 October 2021). Any proxy received after that time will not be valid for the scheduled meeting.

Proxies can be delivered as follows:

By hand	Link Market Services Level 12 680 George Street Sydney NSW 2000
By mail	Link Market Services Locked Bag A14 Sydney South NSW 1235
By facsimile	+ 61 2 9287 0309
Online	<a href="https://linkmarketservices.com.au">linkmarketservices.com.au</a>

**If posting your proxy, please ensure you mail it sufficiently in advance so that it arrives by the required time.**

In appointing a proxy, ordinary shareholders should consider how they wish to direct the proxy to vote. A shareholder can direct a proxy to vote "for" or "against" or abstain from voting on each proposed resolution; or they can leave the decision to the appointed proxy after discussion at the Meeting. If shareholders complete and return their proxy form but do not nominate the identity of the proxy, they will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of Resolution 2 (Remuneration Report), please mark the box in Step 1 on the proxy form. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if they have an interest in the outcome of Resolution 2. If you do not mark this box on the proxy form and you have not directed your proxy how to vote the Chairman of the Meeting will not cast your votes on Resolution 2 and your votes will not be counted in calculating the required majority if a poll is called.

The Chair will vote all undirected proxies in favour of resolutions 2, 3, 4 and 5.

**If you appoint the Chairman of the Meeting as your proxy and wish to vote differently to how the Chairman of the Meeting intends to vote on any of the items, you must mark "For", "Against" or "Abstain" on the proxy form for the relevant resolution.**


**LODGE YOUR VOTE**

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
Australian Ethical Investment Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474




**X999999999999**

**VOTING FORM**

I/We being a member(s) of Australian Ethical Investment Limited and entitled to attend and vote hereby appoint:

**A VOTE DIRECTLY**

☐ **elect to lodge my/our  
vote(s) directly (mark box)**

 in relation to the Annual General Meeting of the Company to be held at **10:00am on Thursday, 28 October 2021**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

**OR**

**B APPOINT A PROXY**

☐ **the Chairman  
of the Meeting  
(mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairperson of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Meeting of the Company to be held at **10:00am on Thursday, 28 October 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/AEF21> (refer to details in the Notice of Meeting).

**Important for Resolution 2:** If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairperson of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

**Resolutions**

**For Against Abstain\***

2 Adoption of Remuneration Report for FY21

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-appointment of Mara Bun as a Non-executive Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Re-appointment of Michael Monaghan as a Non-executive Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Increase the Director Fee Pool

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 26 October 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

Australian Ethical Investment Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions