

**Australian  
Ethical**



# Notice of Meeting

Annual General Meeting

10am Wednesday, 15 November 2023



# Notice of Meeting

Notice is given that the Annual General Meeting (Meeting) of Australian Ethical Investment Limited (ACN 003 188 930) is to be hosted as a hybrid meeting both virtually and in person at:

**Date:** Wednesday, 15 November 2023

**Time:** 10:00am (AEST)

**Venue:** Online at <https://meetings.linkgroup/AEF23>

In person at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000

Australian Ethical will deliver its 2023 Annual General Meeting as a hybrid meeting, comprising a virtual meeting as well as an in-person meeting. Shareholders will have the opportunity to attend and participate in the Meeting either in person or through the Link virtual meeting platform, which allows shareholders attending virtually to watch and listen to the Meeting and ask questions in relation to the business of the meeting both orally and by submitting written questions using the online facility and to vote online in real time during the Meeting.

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

## **Attendance via online platform**

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:** <https://meetings.linkgroup/AEF23> 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.

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

Further information on how to participate virtually is set out in this Notice and the Online Voting Guide.

## **Attendance in person**

The Meeting will also be held in person at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000.

We will advise if any Government restrictions may impact the Meeting location or other arrangements regarding the AGM.

## Ordinary Business

### 1. Accounts

To receive and consider the financial statements of the Company and its Controlled Entities for the year ended 30 June 2023 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 2023 be adopted.

### 3. Re-elect Stephen Gibbs

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

That Stephen Gibbs, Director, be re-elected as a Non-executive Director of the Company.

### 4. Elect Sandra McCullagh

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

That Sandra McCullagh, Director, be elected as a Non-executive Director of the Company.

By order of the Board

A handwritten signature in black ink that reads "KSHughes". The signature is written in a cursive, flowing style.

**Karen Hughes**  
Company Secretary

# Explanatory notes

## **Resolution 1 Accounts**

The financial statements of the Company for financial year 2023 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 2023. 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 Re-election of a Director - Stephen Gibbs**

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

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

Mr Gibbs is standing for re-election, details of his qualifications and experience are:

### **Stephen Gibbs**

Non-Executive Director since 2012 and Chair since 2013  
BEcon, MBA

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

Steve is also the Non-Executive Chair of Netlinkz Limited. Steve has extensive experience at both an executive and non-executive level in the investment and superannuation industries, including being a former CEO of the Australian Institute of Superannuation Trustees, a former CEO of what is now Commonwealth Superannuation Corporation and a non-executive director of Hastings Funds Management and Westpac Funds Management.

Steve has been recognised for his commitment to, and expertise in, ethical and responsible investing.

Australian Ethical has a policy about Board Tenure which requires that, once a Non-Executive Director has served 10 years on the AEI Board the Board will determine:

- whether the Non-Executive Director should consider retiring; and
- whether the Non-Executive Director's independence has been compromised

The Non-Executive Directors have met (without Steve being present) and have resolved that Steve should not consider retiring and that his independence has not been compromised.

A new Non-Executive Director, Sandra McCullagh was appointed during the year following the retirement of Michael Monaghan. The Board will seek to identify new Non- Executive Directors with the skills and experience necessary to contribute to the company's growth strategy as part of an ongoing Board renewal process.

Given the recent integration of Christian Super, the significant transformation and synergy program underway, and the Board renewal process now commenced, the Board believes that it is in the Company's best interest for Steve to remain as Chair and provide valuable continuity for at least another term.

#### **Resolution 4 Election of Director - Sandra McCullagh**

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

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

Ms McCullagh is standing for election, details of her qualifications and experience are:

##### **Sandra McCullagh**

Non-Executive Director since March 2023  
BA, BSc, GAICD, MBA

Sandra was appointed to the Board of Australian Ethical Investment Limited on 1 March 2023. Sandra is Chair of the Investment Committee and a Member of the People, Remuneration and Nominations Committee.

Sandra is a director of Workcover Queensland and is on the New Zealand Stock Exchange Corporate Governance Institute.

She has a strong background in ESG and experience on both the buy-side and sell-side. She was the former top-rated head of ESG and utilities equities research at Credit Suisse Australia. Sandra was a former trustee and Chair of the Investment Committee of QSuper, leading up to its merger with SunSuper.

Sandra is a former director of the Board of the Investor Group on Climate Change, whose scope includes Australia, New Zealand and Asia. Sandra is a Graduate of the Australian Institute of Company Directors and a member of Chief Executive Women.

# 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).

# Additional information

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## Annual report

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

<https://www.australianethical.com.au/shareholder>

## 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 Monday, 13 November 2023 (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

A Shareholder who is entitled to attend and vote at the Meeting may do so:

- a. using the online platform
- b. by Proxy
- c. by corporate representative (if the Shareholder is a corporation)
- d. by Attorney

### a. Voting online before the meeting

This can be done here: <https://investorcentre.linkgroup.com>

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 <https://meetings.linkgroup/AEF23> 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 15 November 2023 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 <https://meetings.linkgroup/AEF23>.

**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 Monday, 13 November 2023). Any proxy received after that time will not be valid for the scheduled meeting.

**Proxies can be delivered as follows:**

<b>By hand</b>	Link Market Services Parramatta Square Level 22, Tower 6 10 Darcy Street Parramatta NSW 2150
<b>By mail</b>	Australian Ethical Investment Limited C/- Link Market Services Locked Bag A14 Sydney South NSW 1235
<b>By facsimile</b>	+ 61 2 9287 0309
<b>Online</b>	<a href="https://investorcentre.linkgroup.com">https://investorcentre.linkgroup.com</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, and 4.

**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**  
<https://investorcentre.linkgroup.com>

**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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

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



**X999999999999**

**PROXY FORM**

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

**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. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman 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 Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Wednesday, 15 November 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000** or by logging in online at **https://meetings.linkgroup/AEF23** (refer to details in the Virtual Meeting Online Guide).

**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 Chairman 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           

3 Re-elect Steve Gibbs           

4 Elect Sandra McCullagh           

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).



**STEP 1**

**STEP 2**

**STEP 3**

## HOW TO COMPLETE THIS SHAREHOLDER PROXY 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.**

### 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 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 Proxy 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 Proxy 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:

- (a) on each of the first Proxy Form and the second Proxy 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
- (b) 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 (Sydney time) on Monday, 13 November 2023**, 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

<https://investorcentre.linkgroup.com>

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" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)