### Australian Ethical



# Group register of relevant duties

**NOVEMBER 2023** 

## Group register of relevant duties

#### Scope of Register

In accordance with the **Conflicts Management Policy**, this **Register of Relevant Duties** captures all duties owed by AEI, AES or AEF, or a Responsible Person of AEI, AES or AEF, to members, investors and/or shareholders of the Group, or to any other person (including organisations), that the Group has determined to be relevant because it might reasonably have the potential to have a significant impact on the Group or the Responsible Person's ability to act in the best interests of members, investors and/or shareholders.

The Register below captures current relevant duties in respect of:

- Australian Ethical Investment Limited (AEI) (ABN 47 003 188 930), the Responsible Entity of the Australian Ethical Balanced Fund (ARSN 089 919 255), the Australian Ethical Australian Shares Fund (ARSN 089 919 175), the Australian Ethical Diversified Shares Fund (ARSN 089 919 166), the Australian Ethical International Equities Fund (ARSN 124 861 338), the Australian Ethical High Growth Fund (ARSN 140 444 211), the Australian Ethical Income Fund (ARSN 089 919 120), the Australian Ethical Fixed Interest Fund (ARSN 166 048 184), the Australian Ethical Emerging Companies Fund (ARSN 606 254 157), the Australian Ethical Moderate Fund (ARSN 089 919 255), the Australian Ethical Conservative Fund (ARSN 672 051 795),, and its Responsible Persons. For the purposes of this Register, the individual managed funds, when considered together, are referred to as the Australian Ethical Managed Funds.
- Australian Ethical Superannuation Pty Ltd (AES) (ABN 43 079 259 733), the RSE Licensee of the Australian Ethical Retail Superannuation Fund (Super Fund)(ABN 49 633 667 743) and its Responsible Persons.
- Australian Ethical Foundation Limited (AEF) (ABN 14 607 166 530), a not-for-profit company limited by guarantee and registered with the Australian Charities and Not-for-profits Commission (ACNC).

#### Description of the Conflict

An 'actual conflict' is a conflict which exists. A 'potential conflict' is a conflict which has the potential to arise in certain circumstances. A 'perceived conflict' is a situation where a third party, who may not be privy to all relevant information in relation to the situation at hand, may perceive that a conflict exists.

The determinations made in Column 3 of the Register have been made with reference to these definitions.

#### Materiality of the conflict

The **Conflicts Management Framework** (section 5.3) defines a 'conflict of relevant duty' as any situation that might reasonably be considered to have the potential to have a material impact on the capacity of the Group, or a Responsible Person or employee of the Group, to act in a manner that is consistent with the best interests of members, investors and shareholders.

The **Register of Relevant Duties** captures all conflicts of relevant duty which have been identified, and rates each conflict as "material" or "not material" (Column 5 of the Register) based on the Board's opinion of the capacity of the conflict of relevant duty to impact the ability of the Group, or a Responsible Person or employee of the Group, to act in a manner that is consistent with the best interests of members, investors and shareholders.

Duties Owed to Members, Investors and Shareholders of the AEI Group	Duties Owed to any other Person or Organization	Description of the Conflict  Actual Potential Perceived No Conflict	Materiality of the Conflict  Material Not Material Not Applicable	Action Taken and/or Planned to Address the Conflict
Australian Ethical Inve	estment Limited			
Listed Entity Responsible Entity, Australian Ethical Managed Investment Funds	AEI provides principal investment advisory, investment management and trustee office services (compliance, risk management, marketing, and client services) to Australian Ethical Superannuation Pty Ltd (ABN 43 079 259 733) under three service provider agreements.	Perceived	Material	<ol> <li>Appointment Process</li> <li>The appointment process must be conducted on arms' length terms in line with the procedures for the appointment of material service providers as contained in the Group's Outsourcing Policy.</li> <li>AEI must be able to demonstrate that it is in a position to perform the services at a standard equal to or better than external providers operating within a similar industry.</li> <li>The cost for performing the services and value of services received must be competitive.</li> <li>The AES Board may, at its sole discretion and AEI's cost, commission independent legal advice in relation to the content and scope of the agreements at the time of their negotiation.</li> <li>Review Process</li> <li>The AES Board may, at its sole discretion, engage an independent consultant, or its Internal Auditor, to review the operations of, and/or services provided by, AEI, on a regular (at least annual) basis.</li> <li>Benchmarking Process</li> <li>All services outsourced within the Group must be benchmarked prior to entering a</li> </ol>

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	AEI is a full member of	No Conflict	Not	contract and at the time of a relevant contract negotiation.  2. The AES Board may determine to benchmark services at other times if it is of the belief that a benchmarking exercise would be warranted, such as where service clauses within the agreement are triggered or because of issues in the external market place.  3. If the results of a benchmarking exercise indicate that the services being provided by the associated entity are materially outside the market in terms of value, the AES Board may seek an opinion from an external group as to whether or not a market tender would be likely to identify any appropriate alternative providers.  Membership of FSC is publicly
	the Financial Services Council (FSC) (ABN 82 080 744 163).		Applicable	disclosed on FSC website.
	AEI is a member of the Responsible Investment Association Australasia (RIAA) (ABN <u>98 824 831 560</u> ).	No Conflict	Not Applicable	Membership of the RIAA is publicly disclosed on the RIAA website.
	AEI rents its Sydney offices from Investa Nominees Pty Limited (ABN 71 096 412 770) at an annual fee of approximately \$600,000. AEI also directly owns shares in the Investa Office	Perceived	Not Material	Segregation of duties – persons responsible for the negotiation of rental premises and the payment of rent and persons responsible for the making of investment decisions are different.  Investment disclosed on our website at

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	Fund (an unlisted property fund).	No Conflict	Applicable	https://www.australianethical.com.a u/managed-funds/#overlay-278
	AEI uses Telstra to provide telephony and internet services. Annual fees paid to Telstra are approximately \$50,000. AEI also	Perceived	Not Material	Segregation of duties – persons responsible for the relationship with Telstra as a service provider and persons responsible for the making of investment decisions are different.
	directly holds shares in Telstra.			Investment disclosed on our website at https://www.australianethical.com.a u/managed-funds/#overlay-278
Australian Ethical Sup	erannuation Pty Ltd			
Trustee, Australian Ethical Superannuation Pty Ltd	AES is a wholly owned subsidiary of Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949).	Potential	Material	Employees who perform roles related to AES and the Super Fund are directed to speak to their Line Manager, the HR Manager or the Managing Director if they feel they are unable to balance any actual or potential conflict between their duties to AES and the Super Fund, and their employment by AEI.
	AES is a member of the Association of Superannuation Funds of Australia Limited (ASFA) (ABN 29 002 786 290).	No Conflict	Not Applicable	Membership of ASFA is publicly disclosed on the ASFA website.

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Australian Ethical Fot	indation Limited			
Not-for-Profit Company Limited by Guarantee, Australian Ethical Foundation Limited	AEF is a wholly owned subsidiary of Australian Ethical Investment Ltd (ABN 47 003 188 930) (ASFL 229949). AEF is registered with the ACNC and is the vehicle by which the amounts gifted by AEI under clause 15(c)(ii) of the AEI Constitution are granted.	Potential	Material	The AEI Constitution states that the amounts gifted by AEI to non-profit organistaions (and AEF is the vehicle used to make these gifts) must not give rise to any immediate material benefit to the company, its shareholders or employees nor give rise to any personal benefit to directors.  The AEI Constitution provides that directors who hold office in non-profit organisations to which it is proposed to gift money are not entitled to vote on the disposition of monies to that organisation. To ensure that conflicts are properly managed, this prohibition is taken to apply to deliberations of the AEF Board.  In the event that an actual, perceived or potential conflict arises from circumstances other than in relation to a director holding office in a non-profit organisation to which it is proposed to gift, the Board must determine whether the conflict of relevant duty or interest is an actual, perceived or potential conflict, and then whether it is material. Depending upon the outcome of these initial determinations, the Board as a whole may decide to:  a. Allow the Director to remain in the Board meeting while the matter is being discussed. b. Require the Director to leave the Board meeting

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				temporarily while the matter is being discussed.  c. Require the Director to abstain from voting on, or having any involvement in discussion of, the matter.  d. Take no action because the Board considers that the conflict should not disqualify the Director from voting on, or from being present during discussions relating to, the matter.  In all circumstances (whether the conflict arises from a director holding office or another association or interest), the conflict will be identified in the Declaration of Conflicts paper and the Register of Relevant Duties. Where appropriate, it will be recorded in the minutes of the meeting.  Employees who perform roles related to AEI and AEF are directed to speak to their Line Manager, the HR  Manager or the Managing Director if they feel they are unable to balance any actual or potential conflict of between their duties to AEI and AEF.
Stephen Gibbs				
Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949)  Chair Member, Audit, Compliance and Risk Committee	Senior Adviser, Allen Partners	Potential Conflict	Not Material	Allen Partners are aligned with Financial Recovery Technologies (FRT) and act as FRT's representatives in Australia. The AEI Group have engaged FRT to provide alerts and analysis in relation to potential class actions brought in respect of investments in Australia and offshore.  In the event that an actual, perceived or potential conflict is flagged in

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<ul> <li>Member,         People,         Remuneration         and         Nominations         Committee</li> <li>Member,         Investment         Committee</li> <li>Member, PDS         Committee</li> </ul>				relation to an item on a meeting agenda, the relevant Board or Committee to determine whether the flagged conflict of relevant duty or interest is an actual, perceived or potential conflict, and then whether it is material.  Depending upon the outcome of these initial determinations, the Board as a whole may decide to, in relation
Australian Ethical Superannuation Pty Ltd (ABN 43 079 259 733)				to a conflict identified by a Director in relation to an item on a meeting agenda:
Chair     Member, Audit,     Compliance     and Risk     Committee     Chair,     Insurance     Benefits     Committee  Australian Ethical Foundation Limited (ABN 14 607 166 530)  Chair				<ul> <li>a. Allow the Director to remain in the Board/Committee meeting while the matter is being discussed.</li> <li>b. Require the Director to leave the Board/Committee meeting temporarily while the matter is being discussed.</li> <li>c. Require the Director to abstain from voting on, or having any involvement in discussion of, the matter.</li> <li>d. Take no action because the Board/Committee considers that the conflict should not disqualify the Director from voting on, or from being present during discussions relating to, the matter.</li> </ul>
				In all circumstances, the conflict will be identified in the Declaration of Conflicts paper and the Register of Relevant Duties. Where appropriate, it

Duties Owed to Members, Investors and Shareholders of the AEI Group	Duties Owed to any other Person or Organization	Descripti on of the Conflict  Actual Potential Perceived No Conflict	Materiality of the Conflict  Material Not Material Not Applicable	Action Taken and/or Planned to Address the Conflict  will be recorded in the minutes of the meeting.
	Non-Executive Chairman, Mattrec Holdings Pty Ltd (ABN 19 654 336 071)	No Conflict	Not Applicable	Mattrec holdings is an unlisted company that uses patented technology to deconstruct mattresses in order to recycle metal, foam and flock so that nothing ends up in landfill. The (AE) group has no connection with Mattrec Holdings
	Non-Executive Chairman, Netlinkz Limited (ABN 55 141 509 426)	No Conflict	Not Applicable	The Group does not have any connection with Netlinkz Limited
Katherine Greenhill				
Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949)	Treasurer, Cranbrook School Parents Association	No Conflict	Not Applicable	The Group does not have any connection with Cranbrook School.
<ul> <li>Director</li> <li>Chair, Audit, Compliance and Risk Committee</li> <li>Member, People, Remuneration and Nominations Committee</li> <li>Member, Investment Committee</li> <li>Australian Ethical Superannuation Pty Ltd (ABN 43 079 259 733)</li> </ul>	Director and Chair of the Audit and Risk Management Group, Intersect Australia Ltd	No Conflict	Not Applicable	The Group does not have any connection with Intersect Australia Ltd.

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<ul> <li>Director</li> <li>Chair, Audit, Compliance and Risk Committee</li> <li>Member, Insurance Benefits Committee</li> <li>Australian Ethical Foundation Limited (ABN 14 607 166 530)</li> </ul>				
• Director				
Mara Bun				
Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949)  • Director	Founder and Strategy Leader, The Salmon Project	Potential Conflict	Not applicable	The Salmon Project advises multiple technology scale-ups addressing climate solutions and supports capital raising strategies in partnership with Pottinger
Member, Audit, Compliance and Risk Committee     Member, People, Remuneration & Nominations Committee     Member, Investment Committee     Australian Ethical Superannuation Pty Ltd (ABN 43 079 259 733)	Non-executive Director, Green Climate Co Pty Ltd (trading as "Green Collar")	Potential Conflict	Not material	GreenCollar is Australia's largest environmental markets investor and project developer.  There could be a situation where GreenCollar might co-invest with Sentient (AEI is a shareholder in Sentient) in a property to restore nature and build carbon value; there could be an occasion where Australian Ethical decides to consider GreenCollar to purchase carbon or nature offsets from; there could be an advocacy conflict in relation to opposing carbon market integrity views. All conflicts can be called out and managed.

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<ul> <li>Director</li> <li>Member, Audit, Compliance and Risk Committee</li> </ul>	Member, faculty of the Cambridge Institute for Sustainable Leadership	No Conflict	Not Applicable	The Group does not have any connection with the faculty of the Cambridge Institute for Sustainable Leadership
Australian Ethical Foundation Limited (ABN 14 607 166 530)  • Director	Chair, Bowerbird Collective	No Conflict	Not Applicable	The Group does not have any connection with Bowerbird Collective.
2.133.0.	Non-Executive Director, Air Seed Technologies	No Conflict	Not Applicable	The Group does not have any connection with Air Seed Technologies.
	Advisory Board Member, Vayda	No Conflict	Not Applicable	The Group does not have any connection with Vayda.
	Chair, Australian Impact Investments	Potential Conflict	Not Material	
				Australian Impact Investments ('AII') is a specialist consulting firm that provides advice to clients seeking to mobilise capital to create positive environmental and social impact alongside financial value and includes services that enable their clients to develop investment strategies, originate, analyse and select investment opportunities and manage investment portfolios to achieve financial and impact objectives.

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				In this role it is possible that Mara will be speaking with companies that Australian Ethical invests in or that All may take a position that differs from that taken by Australian Ethical on certain issues. In addition, there may be mutual clients.  In the event that an actual, perceived or potential conflict is flagged in relation to an item on a meeting agenda, the Board must determine whether the flagged conflict of relevant duty or interest is an actual, perceived or potential conflict, and then whether it is material. Depending upon the outcome of these initial determinations, the Board as a whole may decide to:  a. Allow the Director to remain in the Board meeting while the matter is being discussed. b. Require the Director to leave the Board meeting temporarily while the matter is being discussed. c. Require the Director to abstain from voting on, or having any involvement in discussion of, the matter. d. Take no action because the Board considers that the conflict should not disqualify the Director from voting on, or from being present during discussions relating to, the matter.  In all circumstances, the conflict will be identified in the Declaration of

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				Conflicts paper and the Register of Relevant Duties. Where appropriate, it will be recorded in the minutes of the meeting.
Julie Orr				
Australian Ethical Investment Ltd (ABN 47 003 188 930) (AFSL 229949)  Director  Member, People, Remuneration Nominations Committee  Member, Audit, Compliance & Risk Committee  Member, Investment Committee  Australian Ethical Foundation Limited (ABN 14 607 166 530)  Director	Trustee Director of AvSuper	Potential Conflict	Material	The Group has a subsidiary Australian Ethical Superannuation Pty Ltd which is the Trustee of the Australian Ethical Retail Superannuation Fund. The conflict must be declared at the start of each meeting. Ms Orr will recuse herself from relevant decisions regarding superannuation should they arise at the AEI Board level.
	Appointed to the Audit Risk Committee of the NSW Biodiversity Conservation Trust	No conflict	Not applicable	The Group does not have any connection with the NSW Biodiversity Conservation Trust.
	Appointed to the CRC-SAAFE Audit, finance & Risk Committee	No conflict	Not applicable	The Group does not have any connection with the CRC-SAAFE

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	Board member of Artistic Swimming Australia Limited	No conflict	Not applicable	The Group does not have any connection with Artistic Swimming Australia Limited
Sandra McCullagh				
Australian Ethical Investment Ltd (ABN 47 003 188	Non executive director Work Cover Queensland	No conflict	Not applicable	The Group does not have any connection with Work Cover Queesland
<ul><li>930) (AFSL 229949)</li><li>Director</li><li>Member,</li><li>People,</li></ul>	Non executive director Sydney Dance Company	No conflict	Not applicable	The Group does not have any connection with Sydney Dance Company
Remunerati on & Nomination s	Non executive director Clayfield College Foundation	No conflict	Not applicable	The Group does not have any connection with Clayfield College Foundation
Committee • Chair, Investment Committee	Executive director About Energy Pty Ltd	No conflict	Not applicable	The Group does not have any connection with About Energy Pty Ltd
	Non executive director New Zealand Stock Executive Corporate Governance Institute	No conflict	Not applicable	The Group does not have any connection with New Zealand Stock Executive Corporate Governance Institute
Michael Anderson				
Australian Ethical Superannuation Pty Ltd (ABN 43 079 259 733)  • Director	Employer Committee and Policy Committee of Uniting Church in Australia Beneficiary Fund (Mercer Superannuation (Australia) Ltd is Trustee)	Potential Conflict	Material	The Trustee of the Uniting Church in Australia Beneficiary Fund is part of the group that is the current Administrator of the Australian Ethical Retail Superannuation Fund.  In the event that an actual, perceived or potential conflict is flagged in relation to an item on a meeting agenda, the Board must determine whether the flagged conflict of relevant duty or interest is an actual, perceived or potential conflict, and

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				then whether it is material. Depending upon the outcome of these initial determinations, the Board as a whole may decide to:
				a. Allow the Director to remain in the Board meeting while the matter is being discussed.  b. Require the Director to leave the Board meeting temporarily while the matter is being discussed.  c. Require the Director to abstain from voting on, or having any involvement in discussion of, the matter.  d. Take no action because the Board considers that the conflict should not disqualify the Director from voting on, or from being present during discussions relating to, the matter  In all circumstances, the conflict will be identified in the Declaration of Conflicts paper and the Register of Relevant Duties. Where appropriate, it will be recorded in the minutes of the meeting
John McMurdo				
Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949)  • CEO & Managing Director	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN	Potential	Material	Employees' KPIs require employees to act in members', investors' and shareholders' interests. The CEO & Managing Director will consult with the Chair where he feels unable to balance the conflict.

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	47 003 188 930)(ASFL 229949).			The AEI and AES Board are the ultimate decision making bodies. All Board papers relating to a key decision must be:  • Peer reviewed;  • Reviewed by the Managing Director; and  • Made available for independent audit review.
	Appointed to the Board of Australian Philanthropic Services	No conflict	Not Applicable	The Group does not have any connection with Australian Philanthropic Services.
Ross Piper				
Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949)  • Chief Executive Officer Superannu ation	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949).	Potential	Material	Employees' KPIs require employees to act in members', investors' and shareholders' interests. Employees are directed to speak to their Line Manager, the HR Manager or the Managing Director where they feel they are unable to balance the conflict.  The AEI and AES Board are the ultimate decision making bodies. AII Board papers relating to a key decision must be:  • Peer reviewed; • Reviewed by the Managing Director; and • Made available for independent audit review.
	Chair, Responsible Investment Association of Australian	Potential conflict	Not Material	The Group is a member of RIAA
	Chair, Paydock (Fintech startup)	No conflict	Not Applicable	The Group does not have any connection with Paydock

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	Chair, NAYBA (not for profit)	No conflict	Not Applicable	The Group does not have any connection with NAYBA
John Woods				
Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949)  Deputy Chief Investment Officer	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949).	Potential	Material	Employees' KPIs require employees to act in members', investors' and shareholders' interests. Employees are directed to speak to their Line Manager, the HR Manager or the Managing Director where they feel they are unable to balance the conflict.  The AEI and AES Board are the ultimate decision making bodies. All Board papers relating to a key decision must be:  • Peer reviewed; • Reviewed by the Managing Director; and • Made available for independent audit review.
Mark Simons				
Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949) and Australian Ethical Superannuation Pty Ltd (ABN 43 079 259 733) and Australian Ethical Foundation Limited (ABN 14 607 166 530)  Chief Financial Officer	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949).	Potential	Material	Employees' KPIs require employees to act in members', investors' and shareholders' interests. Employees are directed to speak to their Line Manager, the HR Manager or the Managing Director where they feel they are unable to balance the conflict.  The AEI and AES Board are the ultimate decision making bodies. All Board papers relating to a key decision must be:  • Peer reviewed; • Reviewed by the Managing Director; and

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				Made available for independent audit review.
Karen Hughes				
Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949) and Australian Ethical Superannuation Pty Ltd (ABN 43 079 259 733) and Australian Ethical Foundation Limited (ABN 14 607 166 530)  Chief Risk Officer and Company Secretary	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949).	Potential	Material	Employees' KPIs require employees to act in members', investors' and shareholders' interests. Employees are directed to speak to their Line Manager, the HR Manager or the Managing Director where they feel they are unable to balance the conflict.  The AEI and AES Board are the ultimate decision making bodies. All Board papers relating to a key decision must be:  • Peer reviewed; • Reviewed by the Managing Director; and • Made available for independent audit review.
Marion Enander				
Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949) Chief Strategy and Innovation Officer	Vice-President of the Board of the Swedish School in Sydney	No conflict	Not Applicable	The Group does not have any connection with the Swedish School.
Craig Cummins and	Ben Tompsett			
Australian Ethical Investment Ltd (ABN 47 003 188 930) (ASFL 229949) and Australian Ethical Superannuation Pty Ltd (ABN 43 079 259 733)	PwC provide:  • Audit services to Mercer in respect of GS007 reporting obligations.  Mercer provides	Potential	Not material	Addressed in accordance with the requirements for service provider appointments as outlined in the AEI Group Outsourcing Policy.

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Internal Auditor	administration services to AES.			
	Audit services to Audit     Administratio     n Services     (AAS) in     respect of     GS007     reporting     obligations.     AAS is a Link     Group     company.     Link acts as     share registrar     for AEI.			
	<ul> <li>Audit services to Westpac.</li> <li>The AEI</li> <li>Group has banking facilities with</li> </ul>			

Westpac.