

Corporate Governance Statement

At Australian Ethical Investment Limited (Company) we believe that high standards of corporate governance benefit all of our stakeholders including our clients, employees, suppliers, regulators, shareholders and the communities in which we operate. We expect our Directors and employees to act ethically and responsibly at all times and believe that this, combined with our policies and practices in governance, results in the best outcomes for all of our stakeholders.

The governance processes and practices adopted by Australian Ethical take into account the principles and recommendations contained in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (4th edition) (ASX Recommendations). We have followed the ASX Recommendations throughout the course of the 2022 financial year.

A copy of the policies and other documents referred to in this report are also available from the following link: <https://www.australianethical.com.au/shareholders/corporate-governance/>.

This Corporate Governance Statement is accurate and up to date as at 15 September 2022 and has been approved by the Board.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.1

ROLES & RESPONSIBILITIES OF BOARD AND MANAGEMENT

Australian Ethical is governed by a Board of Directors appointed by shareholders. The Board has four committees:

- Investment Committee;
- Audit, Risk & Compliance Committee;
- People, Remuneration & Nominations Committee; and
- Product Disclosure Statement Committee.

The committees are delegated with the necessary authority to carry out their functions. The Board Charter and the charters for the Audit, Risk & Compliance Committee and the People, Remuneration & Nominations Committee are available on our website.

Our Constitution requires us to operate in a way that promotes the Australian Ethical Charter. The Charter requires consideration of economic, environmental and social impacts when making investments and managing the Company.

The Company has formalised the functions reserved to the Board and those delegated to Management.

The CEO is delegated with the necessary authority to manage Australian Ethical other than those responsibilities reserved for the Board and delegations (general or specific) made by the Board to the Chair, Board Committees, Directors or other senior executives.

The division of roles and responsibilities between the Board, the committees and the CEO is reviewed annually to ensure the division of responsibility remains appropriate.

Recommendation 1.2

FIT AND PROPER CHECKS FOR DIRECTORS

Candidates nominated for election as Directors are subject to competency and probity assessments. As part of this process, candidates are asked to provide details of their other commitments. Candidates are also given an indication of the time involved should they be successful and asked to acknowledge that they will have sufficient time to fulfil their responsibilities as a Director of Australian Ethical.

The Company endeavours to provide sufficient information to shareholders to enable them to make informed decisions on whether or not to elect or re-elect a candidate as Director. This information is provided in the Notice of Meeting issued in relation to the meeting at which the vote will occur.

Recommendation 1.3

TERMS OF APPOINTMENT

In the appointment process each Director is asked to sign a letter of appointment. In addition, each senior executive signs an employment contract. In both cases the documents set out the terms, conditions, expectations and entitlements of the appointment.

INDEPENDENT LEGAL AND OTHER PROFESSIONAL ADVICE

Directors have the right to seek independent legal and other professional advice at Australian Ethical's expense in order to fulfil their duties and responsibilities as Directors, subject to the following:

- they must have the prior approval of the Chair to seek the specific independent legal and other professional advice;
- they must ensure the costs are reasonable; and
- any advice received must be made available to the rest of the Board unless either the Chair or the Board agree that the rest of the Board does not need to see the advice.

Recommendation 1.4

COMPANY SECRETARY

We have appointed two Company Secretaries who are both directly accountable to the Board, through the Chair on all matters associated with the proper functioning of the Board. All Directors are able to communicate directly with them.

Recommendation 1.5

DIVERSITY AND INCLUSION

The Board has charged the People, Remuneration & Nominations Committee with responsibility for setting measurable objectives for achieving diversity and annually reviewing these objectives and the Company's progress towards achieving them.

The Company has a Diversity Policy which sets out its overarching approach to diversity. Our approach is to not only avoid discrimination but to proactively foster inclusiveness and address structural inequities that prevent our workplace being reflective of society. The Policy is available on our website.

The Company's measurable objectives and its progress towards them were reviewed by the People, Remuneration & Nominations Committee during the reporting period. Our Annual Report and Sustainability

Report contain detailed information in relation to diversity among Directors and employees. These reports are available on our website.

Recommendation 1.6

EVALUATING THE PERFORMANCE OF THE BOARD, THE COMMITTEES AND DIRECTORS

The Board undertook a formal Chair facilitated evaluation of its performance during the reporting period. This review covered both individual director performance and the effectiveness of the Board as a whole. The Board's will continue to conduct annual evaluations and will periodically conduct externally facilitated reviews.

Recommendation 1.7

EVALUATING THE PERFORMANCE OF SENIOR EXECUTIVES

Executive performance is evaluated in accordance with our performance review guidelines. The Chair conducts the CEO's performance review. The CEO conducts the performance reviews of the Senior Leadership Team. An evaluation of the CEO and each member of the Senior Leadership Team was undertaken in the reporting period.

Principle 2 – Structure the Board to be effective and add value

Recommendation 2.1

THE BOARD SHOULD ESTABLISH AN APPROPRIATELY STRUCTURED NOMINATION COMMITTEE

The Board has a People, Remuneration & Nominations (PRN) Committee currently comprising a Chair and four Non-Executive Directors. A majority of the members of the PRN Committee are independent. The qualifications of the members of the PRN Committee are set out in the Annual Report, as are the number of meetings and attendance at those meetings during the reporting period.

From a nominations perspective, the PRN Committee is responsible for the following matters:

- a. assessing the necessary and desirable competencies of prospective Directors;
- b. ensuring that the current composition of the Board demonstrates an appropriate mix of competencies to allow the Board to discharge its responsibilities effectively;
- c. ensuring that Directors have access to appropriate continuing education which updates and enhances their skills and knowledge;
- d. developing and implementing a process for evaluating the performance of Group Boards, Committees and individual Directors and ensuring that regular Board, Committee and individual Director performance reviews are undertaken;
- e. monitoring the length of service of current Directors and ensuring that the Board has a succession plan to ensure that an appropriate balance of skills, experience and expertise is maintained on the Board at all times and maintaining a Board Skills Matrix;
- f. making recommendations to Group Boards in relation to the appointment, re-election and retirement of Directors and ensuring that appropriate checks are undertaken before recommending the appointment of a person as a Director;
- g. assessing on at least an annual basis the independence of existing Directors and in the case of a new director, assessing their independence at the time of their appointment; and

- h. seeking assurance that:
- i. prospective Directors meet the minimum fit and proper requirements; and
 - ii. there is an induction program in place and that new Directors undertake the program within three months of appointment.

The Annual Report and the PRN Committee Charter are available on our website.

Recommendation 2.2

THE BOARD SHOULD ESTABLISH AND DISCLOSE A BOARD SKILLS MATRIX ON THE MIX OF SKILLS AND DIVERSITY OF BOARD MEMBERS

Our Board has a broad range of financial knowledge and experience relevant to overseeing the business of an ethical investment and superannuation company and collectively has appropriate skills to perform its roles during the reporting period. A summary of the skills and experience of the Directors is included below – more details regarding Directors’ qualifications, responsibilities, skills and expertise is available on our website.

| Board Skill | Directors (of 6) |
|------------------------------------|------------------|
| Leadership | 6 |
| Governance | 6 |
| Financial | 6 |
| Legal | 4 |
| Strategy | 6 |
| Risk/Audit | 5 |
| Regulatory/Compliance | 6 |
| Insurance | 4 |
| Remuneration | 6 |
| Talent and HR | 6 |
| Information Technology | 2 |
| Industry | 6 |
| Directors’ Duties | 6 |
| Managed Investment Schemes | 4 |
| Superannuation Fund Administration | 3 |
| Investment Governance | 5 |
| Custody | 4 |
| Managing Outsourced Providers | 5 |
| Unit Pricing | 3 |
| Marketing | 4 |

Recommendation 2.3

THE COMPANY SHOULD DISCLOSE WHETHER ITS DIRECTORS ARE INDEPENDENT

A Director is an Independent Director if they are a Non-Executive Director and:

- a. are not a substantial shareholder (as defined in the *Corporations Act 2001*) or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- b. within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;

- c. has not been a principal or employee of a material professional adviser or a material consultant to the Company or another Group member, or an employee materially associated with the service provided in the last three years;
- d. is not a material supplier or customer of the Company or another Group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- e. has no material contractual relationship with the Company or another Group member other than as a director of the Company; and
- f. is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The classification of Directors who held office during the reporting period is set out below:

| Director | Status | |
|--------------------------|--|---|
| Stephen Gibbs (Chair) | Independent Non-Executive Director | <p>Appointed by the Board on 25 July 2012. Appointed Chair on 1 March 2013. Re-elected at the 2020 AGM.</p> <p>Stephen Gibbs was appointed as Acting CEO from 1 September 2019 to 9 February 2020 when a new CEO was appointed and he resumed his role as Chair. Despite having held an executive role as Interim CEO for a little over 5 months Mr Gibbs is classified as independent as:</p> <ul style="list-style-type: none"> • he has a long tenure as an Independent Chair; • he has a long tenure as an Independent NED; • the interim executive appointment was always intended to be a short term arrangement while the CEO search was conducted • the short term nature of the arrangement was clearly communicated to the market; • he did not receive any STI or LTI in respect of this short term role; • he stepped down as Acting CEO on the appointment of John McMurdo as MD and CEO; and • he brings independent judgement to his role as Chair and all matters considered by the Board. |
| Mara Bûn | Independent Non-Executive Director | Appointed by the Board on 4 February 2013 and re-elected at the 2021 AGM. |
| Kate Greenhill | Independent Non-Executive Director | Appointed by the Board on 22 February 2013 and re-elected at the 2020 AGM. |
| Michael Monaghan | Independent Non-Executive Director | Appointed by the Board on 22 September 2018 and re-elected at the 2021 AGM. |
| Julie Orr | Independent Non-Executive Director | Appointed by the Board on 20 February 2018 and re-elected at the 2020 AGM. Ms Orr was a member of the senior management team of IOOF Limited which was a substantial shareholder when she was appointed. On 7 August 2020 IOOF sold a large number of shares in the Company and since that date IOOF has not been a substantial shareholder. |

| Director | Status | |
|--|--------------------|--|
| | | Accordingly, Ms Orr is now classified as an Independent Non-Executive Director given that her employment with IOOF has ceased and IOOF is no longer a substantial shareholder. Ms Orr brings independent judgement to all matters considered by the Board. |
| John McMurdo CEO & Managing Director | Executive Director | Mr McMurdo was appointed as CEO and Managing Director with effect from 10 February 2020. |

There were no other changes to the Independent Non-Executive Directors' interests, positions, associations or relationships that bear on their independence during the reporting period.

Recommendation 2.4

THE MAJORITY OF THE BOARD SHOULD BE COMPRISED OF INDEPENDENT DIRECTORS

The Board is comprised of a majority of Independent Directors which is consistent with the ASX Principles and Recommendations. The Board intends to keep this balance as it represents best practice corporate governance and alignment with the Australian Ethical Charter.

Recommendation 2.5

THE CHAIR SHOULD BE AN INDEPENDENT DIRECTOR

Under our Constitution, the Board elects a Chair from the Non-Executive Directors. This means that the roles of Chairman and Chief Executive Officer are not exercised by the same individual. The role of Chair is held by Stephen Gibbs who is an Independent Non-Executive Director.

Recommendation 2.6

ESTABLISH A PROGRAM FOR INDUCTING NEW DIRECTORS AND PROVIDE APPROPRIATE PROFESSIONAL DEVELOPMENT OPPORTUNITIES FOR DIRECTORS

New Directors complete an induction on appointment. The program is created for each individual and reflects their knowledge of the Company and the markets in which the Company operates. The time in office, skills, experience and expertise of each Director during the reporting period is set out in the Annual Report.

The PRN Committee is responsible for ensuring that the Board has the skills, knowledge and familiarity with the Company and its operating environment to be able to fulfil its role effectively. Where gaps are identified, the PRN Committee identifies the training and professional development required to fill those gaps.

Principle 3 – Act lawfully, ethically and responsibly

Recommendation 3.1

ARTICULATE AND DISCLOSE VALUES

We are an ethical investment company and we manage money in accordance with the Australian Ethical Charter. The Charter is contained within the Company's Constitution and informs all aspects of the Company's operations.

Our values are further discussed in the Code of Conduct and the policies that are approved by the Board and that regulate how our employees approach their work.

Recommendation 3.2

ESTABLISH A CODE OF CONDUCT

We have a Code of Conduct that outlines what we regard as acceptable business practices for Directors and employees. The Code of Conduct is reviewed regularly.

The Code of Conduct is addressed in induction training for new Directors and employees and is promoted to current Directors and employees during corporate and personal development sessions. Breaches are recorded in our incident registers and reported to the Audit, Risk & Compliance Committee.

Recommendation 3.3

WHISTLEBLOWER POLICY

We have a Whistleblower Policy that is regularly updated and that provides multiple ways for information to be reported to the Board or a Committee. How a report is made depends on the nature of the information and the person or people who might be involved. This includes managers, senior leaders, any director, auditors and external regulators.

Recommendation 3.4

ANTI-BRIBERY & CORRUPTION POLICY

Our Code of Conduct prohibits the making or taking of bribes and corrupt behaviour; it also notes that we do not make political donations. The Code of Conduct is regularly updated.

The Charter, Code of Conduct and some of the relevant policies are available on our website.

Principle 4 – Safeguard the integrity of corporate reports

Recommendation 4.1

THE BOARD SHOULD ESTABLISH AN APPROPRIATELY STRUCTURED AUDIT COMMITTEE

Audit, Risk & Compliance Committee

The Board has an Audit, Risk & Compliance (ARC) Committee consisting of five Non-Executive Directors. The Committee is chaired by an Independent Chair who is not the Chair of the Board. A majority of the members of the ARC Committee are independent. The qualifications of the members of

the ARC Committee are set out in the Annual Report, as is attendance at Committee meetings during the reporting period. The ARC Committee is responsible for:

- Overseeing compliance with AEI's financial management obligations and, in particular:
 - acting as a channel of communication between the Board, the External Auditor, the Internal Auditor and Management;
 - seeking assurance from Management that policies relating to statutory accounting matters, internal financial controls and discharge of fiduciary obligations are being carried out and relevant accounting standards have been applied.
- Reviewing and making recommendations to the Board on whether the Directors should approve and sign the Managed Funds and Group financial statements and related documents including the Directors' declarations;
- Overseeing compliance with the Group's audit obligations, in particular:
 - appointing the External Auditor and the Internal Auditor;
 - reviewing the scope of the audit plans proposed by the External Auditor and Internal Auditor; and
 - reviewing audit reports and monitoring Management's responses.

The Committee considers and monitors the performance and independence of the Auditor. In selecting an Auditor, the Committee seeks competence, industry experience, integrity and independence. Rotation of audit engagement partners occurs in accordance with the Corporations Act 2001.

The ARC Committee Charter is available on our website.

Recommendation 4.2

CEO AND CFO CERTIFICATION RE FINANCIAL RECORDS & STATEMENTS

The CEO and the Chief Financial Officer certify to the Board that:

- a. the financial reports present a true and fair view, in all material respects, of the Company's financial condition;
- b. operating results have been prepared in accordance with relevant accounting standards; and
- c. the financial statements are founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to identifying, managing and mitigating financial reporting risks.

Recommendation 4.3

INTEGRITY OF CORPORATE REPORTING

Our financial statements are subject to audit and review. Our sustainability report is subject to assurance by our external auditor. Other market releases (for example quarterly updates on funds under management and earnings guidance) are subject to multiple levels of internal review and/or Board oversight. We also cultivate a culture of continuous improvement that means that policies and procedures are updated as required.

Principle 5 – Make timely and balanced disclosure

Recommendation 5.1

ESTABLISH A CONTINUOUS DISCLOSURE POLICY

The Company has a Continuous Disclosure Policy designed to ensure compliance with continuous disclosure requirements; it is reviewed regularly. The Policy is available on the corporate governance section of our website.

Recommendation 5.2

PROVIDE MATERIAL MARKET ANNOUNCEMENTS TO DIRECTORS

The Company Secretaries are responsible for providing all material market announcements to the Board. A full list of all announcements whether material or not is regularly reported to the Board, typically at quarterly meetings.

Recommendation 5.3

INVESTOR AND ANALYST PRESENTATIONS ARE RELEASED TO THE ASX

All analyst and investor presentations are released to the ASX prior to any presentation or meetings with analysts and investors. We also conduct half yearly investor presentation webcasts that are open to participation by anyone who registers.

Principle 6 – Respect the rights of security holders

Recommendation 6.1

PROVIDE INFORMATION ABOUT ITSELF AND ITS GOVERNANCE TO SHAREHOLDERS ON ITS WEBSITE

Information provided on the website

Our website includes a Corporate Governance Page where shareholders and other stakeholders can access relevant corporate governance information including Company announcements.

Recommendation 6.2

DESIGN AND IMPLEMENT AN INVESTOR RELATIONS PROGRAM TO FACILITATE TWO-WAY COMMUNICATION WITH SHAREHOLDERS

Investor Relations Program

The Company has a dedicated page for Shareholders to access information relating to ASX announcements, Annual and Sustainability Reports and AGMs. Our Investor Relations Policy provides for:

- an active social media presence that keeps shareholders and other stakeholders continually updated on relevant issues;
- a regular sequence of communication points with shareholders and our managed fund investors;

- a Sustainability Report based on the Global Reporting Initiative guidelines; and
- an email subscription list to be advised of market releases.

Recommendation 6.3

DISCLOSE THE POLICIES AND PROCESSES IT HAS IN PLACE TO FACILITATE AND ENCOURAGE PARTICIPATION AT MEETINGS OF SHAREHOLDERS

The Company recognises the importance of the AGM to provide shareholders with the opportunity to interact with the Board, the Auditors and Senior Leadership. To encourage participation at the AGM, the Company:

- a. announces the date well in advance;
- b. ensures that the AGM is held at a location that is easily accessible to shareholders (the 2022 AGM will be conducted online); and
- c. provides a facility for shareholders to submit written questions before an AGM.

Recommendation 6.4

SUBSTANTIVE RESOLUTIONS AT MEMBER MEETINGS SHOULD BE DECIDED BY POLL RATHER THAN A SHOW OF HANDS

The Company has put all shareholder resolutions to a poll since the 2011 AGM there is no intention to change this practice as voting by poll ensures that the principle of 'one security one vote' is implemented.

Recommendation 6.5

PROVIDE THE OPTION TO SEND AND RECEIVE COMMUNICATIONS FROM THE COMPANY AND ITS SHARE REGISTRY IN ELECTRONIC FORM

The Company defaults shareholders to receive and send communications electronically; of course people who want paper based communications can have them.

Principle 7 – Recognise and manage risk

Recommendation 7.1

ESTABLISH AN APPROPRIATELY STRUCTURED RISK MANAGEMENT COMMITTEE FOR THE OVERSIGHT OF RISK

The ARC Committee, described in Principle 4, is responsible for overseeing risk including :

- the systems, policies and procedures designed to identify and manage emerging and current material risks, incidents and breaches; and
- seeking assurance from Management that the Group:
 - has in place systems, policies and procedures designed to meet and monitor its audit, compliance and risk management responsibilities and that these policies and procedures are appropriate and contemporaneous;
 - is complying with the conditions of its AFSL and APRA authorisations; and
 - has a structured and methodical program in place to monitor material service providers.

Recommendation 7.2

THE BOARD OR A COMMITTEE OF THE BOARD SHOULD REVIEW THE COMPANY'S RISK FRAMEWORK AT LEAST ANNUALLY TO SATISFY ITSELF THAT IT CONTINUES TO BE SOUND

We have an established framework for the oversight and management of material risks.

The Board oversees the management of risk, including agreeing the risk management methodology and overseeing its implementation, instilling a strong culture of risk identification and management throughout the Company.

The Board has delegated responsibility for overseeing the implementation and maintenance of the risk management framework to the ARC Committee. The ARC Committee requires management to implement and maintain the risk management framework and report whether material risks are being appropriately identified, managed and mitigated.

During the reporting period, regular reporting of risks was provided to the ARC Committee and a review of the risk management framework was completed.

Recommendation 7.3

DISCLOSE THE STRUCTURE AND ROLE OF THEIR INTERNAL AUDIT FUNCTION

Our internal audit function is outsourced to PricewaterhouseCoopers (PwC). PwC have a direct reporting line to the ARC Committee.

The findings and recommendations generated by internal audits are evaluated and reviewed by the ARC Committee and are used to drive improvements in the risk management and internal control processes applying to the business functions audited.

Recommendation 7.4

DISCLOSE THEIR ECONOMIC, ENVIRONMENTAL AND SOCIAL SUSTAINABILITY RISKS AND HOW THOSE RISKS ARE MANAGED

Since listing, we have produced a Sustainability Report in accordance with the Global Reporting Initiative. In these reports, exposure to economic, environmental and social sustainability risks and the way in which these are managed is addressed in detail. The reports are available on the Company's website.

We are a certified B Corporation. B Corporations are an emerging movement of companies that use the power of business to create a positive impact on the world and generate a shared and durable prosperity for all.

In addition, the Australian Ethical Charter informs all aspects of the Company's operations and our investment philosophy is designed to engage with economic, environmental and social sustainability risks in an open and constructive manner.

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.1

THE BOARD SHOULD ESTABLISH AN APPROPRIATELY STRUCTURED REMUNERATION COMMITTEE

From a remuneration perspective, the PRN Committee, described in Principle 2, is responsible for:

- reviewing, at least annually, and making recommendations to the Board in relation to the Group's Remuneration Framework;
- monitoring adherence to the Remuneration Framework;
- reviewing the Remuneration Report and making recommendations to the Board for approval;
- assessing the effectiveness of the Employee Share Plan to ensure that it satisfies the objectives of incentivising and aiding the retention of employees;
- review and make recommendations to the Board regarding Directors' fees and fees for Board Committees;
- considering industry benchmarks and comparators for the CEO's remuneration and at least annually determining the remuneration arrangements for the CEO;
- .approve the annual fixed remuneration budget;
- consider the CEO's recommendations regarding fixed remuneration and STI for each Senior Leadership Team member;
- recommend to the AES Board the fixed remuneration budget for AES employees;
- recommend to the AES Board any STI payments to AES employees;
- approve any changes to the general employment conditions for AEI employees;
- approve any termination benefits for the MD and Senior Leadership Team members;
- recommend to the Board whether and if so what executive LTI (ELTI) will be paid to employees;
- recommend to the Board in relation to whether ELTI and ESP vesting criteria are met;
- decide if any increase in Superannuation Guarantee payments will decrease employee pay.

Recommendation 8.2

DISTINGUISH BETWEEN NON-EXECUTIVE DIRECTORS' REMUNERATION AND THE REMUNERATION OF EXECUTIVE DIRECTORS AND EXECUTIVES

The remuneration paid to Directors and Senior Executives during the reporting period is set out in the Annual Report. Non-Executive Directors receive fees for serving as Directors in the form of cash plus superannuation contributions; they do not participate in bonus or equity schemes designed for the remuneration of Executives.

Recommendation 8.3

ESTABLISH A POLICY ON WHETHER PARTICIPANTS IN EQUITY BASED REMUNERATION SCHEMES ARE ABLE TO ENTER INTO TRANSACTIONS WHICH LIMIT THE ECONOMIC RISK OF PARTICIPATING IN THOSE SCHEMES

We have equity based remuneration schemes in which permanent employees participate. The Share Trading Policy contains restrictions on employees to prohibit them from transferring the economic risk of participating in these schemes. The Share Trading Policy is disclosed to the ASX whenever it is updated. Further information about the Company's equity based remuneration schemes is set out in the Remuneration Report in the Annual Report.