



Group register of relevant interests

FEBRUARY 2021

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AUGUST 2020

Scope of register

In accordance with the **Conflicts Management Policy**, this **Register of Relevant Interests** captures all interests, gifts, emoluments and benefits, whether pecuniary or non-pecuniary, which are directly or indirectly held by AEI, AES or AEF, or by a Responsible Person of AEI, AES or AEF, that the Group has determined to be relevant because they 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 shareholders.

The Register below captures current relevant interests, gifts, emoluments and benefits 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 Advocacy 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 Equities Emerging Companies Fund (ARSN 606 254 157), the Australian Ethical Property Trust (closed), and its Responsible Persons. For the purposes of this Register, the individual managed funds, when considered together, are referenced 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 5.4) defines a 'relevant interest' of the Group or a Responsible Person or employee of the Group as 'any interest, gift, emolument¹ or benefit, whether pecuniary or non-

¹ "Emolument" is compensation received by virtue of holding an office or having employment (usually wages or fees).

pecuniary, directly or indirectly held by the Group or the Responsible Person or employee that the Group has determined to be material’.

The Group has determined that interests offered to the Group or to a Responsible Person or employee of the Group will be ‘material’ if they are above and beyond normal employment entitlements, or are outside the thresholds in the table on the following page, which have been proposed by Management and approved by the Boards, and have the capacity 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 beneficiaries, investors and shareholders.

Materiality thresholds

Entity Type	Type of Interest	Materiality Threshold	Significance of Impact
Corporation	All	\$50,000	Given the extent of the employee share ownership plans operated by AEI, this threshold is deemed to be one where there would be an approximate 5 cent per share increase in any dividend declared in a particular year. This amount could have a significant impact on the capacity of the AEI Group or any part thereof to act in the best interest of beneficiaries, investors or shareholders
Individual	Gifts from third parties	\$300 ²	Gifts from third parties (particularly actual or potential service providers) may have a significant impact on decisions made by Responsible Persons.
Individual	Impact on annual income or debt	5%	Decisions or outcomes which could affect an individual’s annual income by 5% or more may significantly impact their approach to decision making.
	Holdings of real or personal property	5%	Decisions or outcomes which could affect an individual’s personal holdings, where the value of the holdings is 5% or more, may significantly impact their approach to decision making.

In addition, the following points will be considered when determining the materiality of an interest:

- a. The relationship of the AEI Group or the Responsible Person or employee of the Group to the donor of the interest.
- b. The primary business of the donor of the interest.

² Multiple interests received by the AEI Group, or a Responsible Person or employee of the Group, from the same entity, within a twelve month period and which add up to a cumulative figure of greater than \$300, will also be considered to be ‘relevant’ for the purpose of this Policy.

- c. The likelihood of further contact with the donor of the interest.
- d. Whether the interest is being accepted as part of a formal exchange of gifts.
- e. The possible adverse consequences to the interests of the AEI Group or the Responsible Person or employee which may result from the acceptance or refusal of an interest.

The determinations made in Column 4 of the Register have been made with reference to these definitions.

Owner of Relevant Interest	Details of Relevant Interest	Description of the conflict <i>Actual</i> <i>Potential</i> <i>Perceived</i> <i>No conflict</i>	Materiality of the conflict <i>Material</i> <i>Not material</i> <i>Not applicable</i>	Action taken and/or planned to address the conflict
Australian Ethical Investment Limited				
Australian Ethical Investment Pty Limited (AEI) (ABN 47 003 188 930)	Some of the Responsible Persons of AEI are also Responsible Persons of Australian Ethical Superannuation Pty Ltd (AES)(ABN 43 079 259 733). These Responsible Persons have duties to AES under their contracts of employment.	Potential Conflict The employment agreements of AEI employees, who perform roles on behalf of AES, include performance bonus incentives linked to the performance of AEI.	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.
Australian Ethical Investment Pty Limited (AEI) (ABN 47 003 188 930)	Superannuation contributions are paid from Australian Ethical Investment Ltd (ABN 47 003 188 930) (ASFL 229949) in relation to superannuation guarantee, salary sacrifice and member voluntary contributions made on behalf of Directors and employees who are members of the Australian Ethical Retail Superannuation Fund, to Australian Ethical Superannuation Pty Ltd	No Conflict	Not Applicable	Contributions to the Australian Ethical Retail Superannuation Fund are made on the same terms and conditions as all other members of the Super Fund.

Owner of Relevant Interest	Details of Relevant Interest	Description of the conflict <i>Actual Potential Perceived No conflict</i>	Materiality of the conflict <i>Material Not material Not applicable</i>	Action taken and/or planned to address the conflict
(AES) (ABN 43 079 259 733).				
Australian Ethical Superannuation Pty Ltd				
Australian Ethical Superannuation Pty Ltd	AES, on behalf of the Super Fund, pays fees to Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949) ³ for promotion, administration, risk management and compliance services it provides to AES under the terms of an agreement between the two parties.	Potential	Material	<p>Appointment Process</p> <ol style="list-style-type: none"> 1. 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 AEI Group Outsourcing Policy. 2. 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. 3. The cost for performing the services and value of services received must be competitive. 4. 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. <p>Review Process</p> <ol style="list-style-type: none"> 1. 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. <p>Benchmarking Process</p> <ol style="list-style-type: none"> 1. All services outsourced within the AEI Group must be benchmarked prior to entering a contract and at the time of a relevant contract negotiation.

³ Australian Ethical Superannuation Pty Ltd is a wholly owned subsidiary of Australian Ethical Investment Ltd.

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				<p>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.</p> <p>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.</p>
Australian Ethical Superannuation Pty Ltd	AES, on behalf of the Super Fund, pays fees to Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949) for investment management services it provides to AES under the terms of an agreement between the two parties.	Potential	Material	<p>Appointment Process</p> <ol style="list-style-type: none"> 1.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 AEI Group Outsourcing Policy. 2.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. 3.The cost for performing the services and value of services received must be competitive. 4. 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. <p>Review Process</p> <ol style="list-style-type: none"> 1. The AES Board may, at its sole discretion, engage an independent consultant, or its Internal Auditor, to review the operations of, and/or

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				<p>services provided by, AEI, on a regular (at least annual) basis.</p> <p>Benchmarking Process</p> <ol style="list-style-type: none"> 1. All services outsourced within the AEI Group must be benchmarked prior to entering a 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. <p>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.</p>
Australian Ethical Superannuation Pty Ltd	<p>The Responsible Persons of AES (other than the Directors and the Internal Auditor) are employees of Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949). These Responsible Persons have duties to Australian Ethical Investment Ltd under their contracts of employment.</p>	<p>Potential</p> <p>The employment agreements of AEI employees, who perform roles on behalf of AES, include performance bonus incentives linked to the performance of AEI.</p>	<p>Material</p>	<p>Employees' KPIs require employees to act in members', investors' and shareholders' interests.</p> <p>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.</p>

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Australian Ethical Superannuation Pty Ltd	<p>AES, on behalf of the Super Fund, receives superannuation contributions from Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949) in relation to superannuation guarantee, salary sacrifice and member voluntary contributions made on behalf of Directors and employees who are members of the Super Fund.</p> <p>Contributions to the Super Fund are made on the same terms and conditions as all other members of the Fund.</p>	No Conflict	Not Applicable	AEI makes contributions to the Australian Ethical Super Fund on the same terms and conditions as all other employers of the Fund.
Australian Ethical Foundation Limited	AEF is registered with the ACNC. It is the vehicle by which amounts gifted by AEI under clause 15(c)(ii) of the AEI Constitution are granted and AEF receives monies from AEI for this purpose.	No Conflict	Not Applicable	<p>The amount provided by AEI to AEF for granting and the broad nature of the grants that should be made by AEF are determined by clause 15(c)(ii) of the AEI Constitution.</p> <p>In order to avoid conflicts of interest, the AEI Constitution precludes grants that would provide any immediate material benefit to AEI, its employees or shareholders or any personal benefit to directors. Directors who hold office in an entity to which it is proposed that a grant be made, are not entitled to vote on the grant.</p>
Responsible Persons – Investments				
Mara Bun Director, Australian Ethical Investment Ltd, Australian Ethical	Holds fully paid ordinary shares in Australian Ethical Investment Ltd	Potential If AEI considers making a decision which	Material	Decisions of this nature will be considered by either the Senior Management Team or the Board, of which Mara is only one member. Both the Senior Management Team

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Superannuation Pty Ltd and Australian Ethical Foundation Limited	(ABN 47 003 188 930) (ASFL 229949).	is in the best interests of shareholders but which may not prefer the interests of members and investors.		and the Board are cognisant of the framework and culture of the AEI Group, and the expectation that decisions will be made in the best interests of members, investors and shareholders.
Michael Monaghan Director, Australian Ethical Investment Limited, Australian Ethical Superannuation Pty Limited and Australian Ethical Foundation Limited	Holds or has recently held via his SMSF and family trust debt securities and/or term deposits with the following organisations listed in the Interest Bearing General section of Australian Ethical's Investee Company List: Apollo Series, Australian Government Bond, Bank Australia, Bank of Queensland, Bendigo and Adelaide Bank Limited, Commonwealth Bank, Members Equity Bank, Queensland Treasury Corporation, Westpac Banking Corporation	Perceived Conflict	Not Material	The holdings are not material to the investee companies. Michael brings independent judgement to bear on his deliberations as a director and these holdings do not influence his decision making. In any event, it is highly unlikely that any decision made by the AEI or AES Boards, of which Michael is a single member, would have any effect on the interest rate or other terms and conditions offered by these institutions.
Julie Orr Director, Australian Ethical Investment Limited and Australian Ethical Foundation	Holds units in the Emerging Companies Fund via an IOOF superannuation fund	Perceived Conflict	Not Material	The holdings are not material to the Emerging Companies Fund. Julie brings independent judgement to bear on her deliberations as a director and this holding does not influence her decision making.

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Tom May General Counsel/Company Secretary, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited (General Counsel only)	Holds fully paid and deferred ordinary shares in Australian Ethical Investment Ltd (ABN 47 003 188 930) (ASFL 229949).	Potential If AEI considers making a decision which is in the best interests of members, investors and shareholders, but which may not prefer the interest of current and former employees with deferred shares.	Material	Management decisions of this nature will be considered by the Senior Management Team, who are cognisant of the framework and culture of the AEI Group, and the expectation that decisions will be made in the best interests of members, investors and shareholders. External advice may be sought if required in the given circumstances. If required, decisions can be referred to the Board. The Board also has oversight of the Group's remuneration model, including structure of, and access to, the deferred shares scheme.
Mark Simons Chief Financial Officer, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited	Holds deferred shares and fully paid ordinary shares in Australian Ethical Investment Ltd (ABN 47 003 188 930) (ASFL 229949).	Potential If AEI considers making a decision which is in the best interests of members, investors and shareholders, but which may not prefer the interest of current and former employees with deferred shares.	Material	Management decisions of this nature will be considered by the Senior Management Team, who are cognisant of the framework and culture of the AEI Group, and the expectation that decisions will be made in the best interests of members, investors and shareholders. External advice may be sought if required in the given circumstances. If required, decisions can be referred to the Board. The Board also has oversight of the Group's remuneration model, including structure of, and access to, the deferred shares scheme.
David Macri Chief Investment Officer, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian	Holds deferred shares and fully paid ordinary shares in Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949).	Potential If AEI considers making a decision which is in the best interests of members,	Material	Management decisions of this nature will be considered by the Senior Management Team, who are cognisant of the framework and culture of the AEI Group, and the expectation that decisions will be made in the best interests of

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Ethical Foundation Limited		investors and shareholders, but which may not prefer the interest of current and former employees with deferred shares.		<p>members, investors and shareholders.</p> <p>External advice may be sought if required in the given circumstances.</p> <p>If required, decisions can be referred to the Board.</p> <p>The Board also has oversight of the Group's remuneration model, including structure of, and access to, the deferred shares scheme.</p>
Karen Hughes Chief Risk Officer and Company Secretary, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited	Holds deferred ordinary shares in Australian Ethical Investment Ltd (ABN 47 003 188 930) (ASFL 229949).	Potential If AEI considers making a decision which is in the best interests of members, investors and shareholders, but which may not prefer the interest of current and former employees with deferred shares.	Material	<p>Management decisions of this nature will be considered by the Senior Management Team, who are cognisant of the framework and culture of the AEI Group, and the expectation that decisions will be made in the best interests of members, investors and shareholders.</p> <p>External advice may be sought if required in the given circumstances.</p> <p>If required, decisions can be referred to the Board.</p> <p>The Board also has oversight of the Group's remuneration model, including structure of, and access to, the deferred shares scheme.</p>
Responsible Persons – Emoluments				
John McMurdo CEO & Managing Director, Australian Ethical Investment Limited	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN 47 003 188 930) (ASFL 229949).	Potential	Material	<p>Employees' KPIs require employees to act in members', investors' and shareholders' interests.</p> <p>The CEO & Managing Director will consult with the Chair if he feels unable to balance the conflict.</p> <p>The AEI and AES Board are the ultimate decision-making bodies. All Board papers relating to a key decision must be:</p> <ul style="list-style-type: none"> • Peer reviewed;

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				<ul style="list-style-type: none"> Reviewed by the Managing Director; and <p>Made available for independent audit review.</p>
Tom May General Counsel/Company Secretary, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN 47 003 188 930) (ASFL 229949).	Potential	Material	<p>Employees' KPIs require employees to act in members', investors' and shareholders' interests.</p> <p>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.</p> <p>The AEI and AES Board are the ultimate decision making bodies. All Board papers relating to a key decision must be:</p> <ul style="list-style-type: none"> Peer reviewed; Reviewed by the Managing Director; and <p>Made available for independent audit review.</p>
Mark Simons Chief Financial Officer, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN 47 003 188 930) (ASFL 229949).	Potential	Material	<p>Employees' KPIs require employees to act in members', investors' and shareholders' interests.</p> <p>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.</p> <p>The AEI and AES Board are the ultimate decision making bodies. All Board papers relating to a key decision must be:</p> <ul style="list-style-type: none"> Peer reviewed; Reviewed by the Managing Director; and <p>Made available for independent audit review.</p>

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David Macri Chief Investment Officer, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949) and performance bonus incentives linked to the performance of the managed funds 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: <ul style="list-style-type: none"> • Peer reviewed; • Reviewed by the Managing Director; and Made available for independent audit review.
Karen Hughes Chief Risk Officer/ Company Secretary, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Foundation Limited	Employment agreement includes performance bonus incentives linked to the performance of Australian Ethical Investment Ltd (ABN 47 003 188 930)(ASFL 229949) and performance bonus incentives linked to the performance of the managed funds 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: <ul style="list-style-type: none"> • Peer reviewed; • Reviewed by the Managing Director; and • Made available for independent audit review.

Responsible Persons – Fund Membership

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Stephen Gibbs Chair, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited	Member of the Australian Ethical Retail Superannuation Fund.	Potential	Material	
Mara Bun Director, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited	Member of the Australian Ethical Retail Superannuation Fund. Holder of insurance through the Super Fund			
Julie Orr Director, Australian Ethical Investment Ltd and Australian Ethical Foundation Limited	Member of the Australian Ethical Retail Superannuation Fund.			
Kate Greenhill Director, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Ltd	A sibling is a member of the Australian Ethical Retail Superannuation Fund	Perceived	Not Material	<ul style="list-style-type: none"> • The membership was entered into independent of Kate. • There is no benefit arising to Kate. • There is no undue benefit arising to the sibling because as a director of AES, Kate observes her fiduciary duty to act in the best interests of all AERSF members and does not favour the interests of any one member
Michael Monaghan Director, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty	A sibling and that sibling's partner are members of the Australian Ethical Retail Superannuation Fund	Perceived	Not Material	<ul style="list-style-type: none"> • The memberships were entered into independent of Michael. • There is no benefit arising to Michael.

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Ltd and Australian Ethical Foundation Ltd				<ul style="list-style-type: none"> There is no undue benefit arising to the sibling or their partner because as a director of AES, Michael observes his fiduciary duty to act in the best interests of all AERSF members and does not favour the interests of any one member
John McMurdo CEO & Managing Director, Australian Ethical Investment Limited	Member of the Australian Ethical Superannuation Fund	Potential	Material	<p>Decisions in relation to the AERSF will be considered by the Senior Management Team, of whom John is one member, and the SMT are cognisant of the framework and culture of the AEI Group, and the expectation that decisions in relation to the AERSF will be made in the best interests of members generally.</p> <p>Additionally, John's KPIs require him to have regard to the interests of members generally and he is not a member of the AES Board, the ultimate decision-making body in respect of the AERSF.</p>
Tom May General Counsel/Company Secretary, Australian Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited	Member of the Australian Ethical Retail Superannuation Fund. Holder of insurance through the Super Fund	Potential	Material	<p>Employees have a responsibility to declare actual, potential or perceived conflicts to their Direct Line Manager and the Risk and Compliance Manager as soon as becoming aware of the conflict.</p> <p>Depending upon the outcome of these initial determinations, the flagged conflict is to be brought to the attention of the Board as part of its consideration of the service provider.</p> <p>The Board is the ultimate decision making body.</p>
David Macri Chief Investment Officer, Australian	Member of the Australian Ethical Retail Superannuation Fund.			<p>All Board papers relating to key decisions:</p>

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Ethical Investment Ltd, Australian Ethical Superannuation Pty Ltd and Australian Ethical Foundation Limited	Holder of insurance through the Super Fund			<ul style="list-style-type: none"> • Are peer reviewed • Are reviewed by the Managing Director • Are subject to independent audit review <p>The Managing Director will assess the conflict and determine whether the employee is to be excluded from the process due to the conflict.</p>