

5 October 2022

Dear Shareholder

**Morphic Ethical Equities Fund Limited (ASX: MEC) – Notice of Annual General Meeting**

It is my pleasure to invite you to our 2022 Annual General Meeting (**AGM**) which will be held on Tuesday 8 November 2022 at 11.00 am (AEDT).

The enclosed Notice of Meeting and Virtual Meeting Online Guide include detailed information about how shareholders can participate in the AGM including how to register, view proceedings, vote and ask questions.

The AGM will be followed by a presentation from the Company's investment manager's team.

The Notice of Meeting and Proxy Form and Virtual Meeting Guide follow this announcement and are available at the following website dedicated to the Company:

[www.morphicasset.com/mec-reports](http://www.morphicasset.com/mec-reports).

I recommend that you read these documents carefully. This year we are encouraging shareholders to vote in advance of the Meeting by completing and lodging their Proxy Forms with our share registry, Computershare.

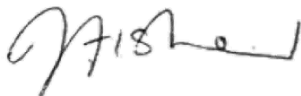
We also recommend that you send any questions in advance of the meeting to our Investor Relations team at [info@ellerstoncapital.com](mailto:info@ellerstoncapital.com).

For any further enquiries please contact Computershare on 1300 850 505 or our Investor Relations team on 02 9021 7701.

I will be retiring from the board at the conclusion of the AGM, but have pleasure in recommending the election of Ms Kirstin Hunter as my replacement as an independent non-executive director at that meeting.

I thank you for your support since the inception of the company in 2017, and look forward to welcoming you at the AGM.

Yours faithfully



JoAnna Fisher  
Chairman

## Notice of Annual General Meeting 2022

Notice is given that the Annual General Meeting (**AGM**) of Morphic Ethical Equities Fund Limited ABN 52 617 345123 (**Company**) will be held as a virtual meeting on:

**Tuesday 8 November 2022, 11:00 am (AEDT) online at:**

## Agenda

### Ordinary Business

#### 1. Consideration of Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2022.

There is no requirement for shareholders to approve these reports.

#### 2. Resolution 1: Remuneration Report

To receive, consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

*"That the Remuneration Report of the Company (which forms part of the Directors' Report) for the financial year ended 30 June 2022 be adopted."*

Please note that the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

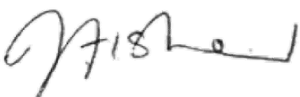
**Note: A voting exclusion applies to this resolution.**

#### 3. Resolution 2: Election of Kirstin Hunter as a Director

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

*"That Ms. Kirstin Hunter, being eligible, offers herself for election as a director of the Company."*

**By the Order of the Board**



JoAnna Fisher  
Chairman

5 October 2022

# Voting and Online Participation Information

## Explanatory Notes

The Company's shareholders should read the Explanatory Notes accompanying, and forming part of, this Notice of Meeting for more details on the resolutions to be voted on at the Meeting. The information provided is intended to assist shareholders in understanding the reasons for and the effect of the resolutions, if passed.

## How to Participate and Vote in the Virtual Meeting

To participate in the Meeting online, Shareholders will need to enter this URL in the browser of their computer, tablet or mobile device: <https://meetnow.global/MNJV6MF>. Online registration will open 30 minutes before the Meeting.

By participating in the Meeting online, Shareholders will be able to:

- hear from representatives of the Company and view the Meeting presentations;
- submit questions at the appropriate time whilst the Meeting is in progress – the chairperson will announce the appropriate time during the Meeting; and
- vote during the Meeting.

You will need the following information to participate in the AGM:

- Your username is your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details.
- Your password is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should use the country of their registered address as their passcode.
- Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the Meeting is in progress.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the Virtual Meeting Guide available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)

## How to Vote

### **No Voting in Person**

Given the current COVID-19 circumstances and in the interests of public health and safety of shareholders and personnel involved in the AGM, the Company has determined not to allow shareholders to physically attend and vote at the AGM. Shareholders are encouraged to vote in advance of the Meeting as outlined below.

### **Voting in Advance**

Shareholders can vote in advance of the Meeting by completing and lodging a valid Proxy Form with Computershare through one of the following means:

ONLINE:	<a href="http://www.investorvote.com.au">www.investorvote.com.au</a>
BY MAIL:	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia
BY FAX:	(within Australia) 1800 783 447 (overseas) +61 3 9473 2555

### **Voting Virtually during the Meeting**

Attending the Meeting online enables Shareholders to view the Meeting live and also to ask verbal or text-based questions and cast votes in the real-time poll, at the appropriate time.

**Questions at the Meeting**

Please note, only Shareholders, their proxies, attorneys or Representatives may ask questions or make comments online once they have been verified and they will be given a reasonable opportunity to do so. It may not be possible to respond to all questions. Shareholders are encouraged to lodge questions and comments prior to the Meeting.

A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting.

We ask that all pre-Meeting questions be received by the Company no later than five (5) business days before the date of the Meeting, being Tuesday 1 November 2022. Any questions should be directed to [info@ellerstoncapital.com](mailto:info@ellerstoncapital.com).

## Proxies

If you are unable to attend and vote at the Meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed Proxy Form. The instrument appointing a proxy must be in writing under the hand of the appointer or their attorney duly authorised in writing, or if such appointer is a corporation, under its common seal or under the hand of its duly authorised officer(s) or attorney.

A shareholder entitled to attend and vote is entitled to appoint a proxy and if entitled to cast two or more votes at the Meeting, may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If no such proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy can be an individual or a body corporate and need not be a member of the Company.

In addition, there are now some circumstances where the Chairman will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman as their proxy. This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution;
- the Chairman is not named as the proxy;
- a poll is being called on the resolution; and
- either of the following applies:
  - (i) the proxy is not recorded as attending the Meeting; or
  - (ii) the proxy attends the Meeting but does not vote on the resolution.

Shareholders should consider directing their proxy as to how to vote on each resolution by crossing either a "For" or "Against" box when lodging their proxy form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.

The proxy form together with the authority (if any) under which it is signed or a notarially certified copy of that authority must be received by the Company's share register, Computershare Investor Services Pty Ltd no later than 48 hours before the AGM, i.e. **11.00am (AEDT), Sunday 6 November 2022**

## Custodian Voting

For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## Voting Entitlement Cut-offs

In accordance with section 1074E(2)(g)(i) of the *Corporations Act 2001* (Cth) and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purpose of the meeting, all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at **7.00 pm (AEDT) on Sunday 6 November 2022**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

# Explanatory Memorandum

## Introduction

These Explanatory Notes have been included to provide information about the items of business to be considered at the Company's AGM to be held online on Tuesday 8 November 2022(AEDT).

### 1. Financial Statements and Reports (Not voted on)

The Company's financial statements, together with the Directors' Report and the Auditor's Report for the financial year ended 30 June 2022 (**Reports**) will be laid before the AGM as required by section 317 of the Corporations Act. The Corporations Act does not require a vote of Shareholders on the Reports.

During this item of business, shareholders will be given reasonable opportunity to ask questions and make comments in relation to the Reports, and the business and management of the Company.

Shareholders will also be given reasonable opportunity to ask a representative of the Company's auditor, EY, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in preparation of the financial statements or the independence of the auditor in relation to the conduct of the audit.

### 2. Resolution 1: Remuneration Report

Resolution 1 provides shareholders the opportunity to vote on the Company's Remuneration Report. Under section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at its AGM. The Remuneration Report forms part of the Directors' Report and is set out in the Company's 2022 Annual Report. The vote is advisory only and does not bind the directors or the Company.

If 25% or more of the votes cast are against the adoption of the Remuneration Report, the next Directors' Report must include an explanation of the Board's proposed action in response or, if the Board does not propose any actions, the Board's reason for inaction.

If 25% or more of the votes cast are against the adoption of the Remuneration Report at two consecutive AGMs, the Company will be required to put to shareholders at the second AGM a resolution on whether another meeting should be held (within 90 days) at which all directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election. If more than 50% of the votes are cast in favour of the resolution, a separate re-election meeting must be held within 90 days.

## Voting Exclusions

Section 250R(4) of the Corporations Act prohibits any votes being cast (in any capacity) on Resolution 1:

- by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel (**KMP**) of the Company (including the Directors and the Chairman) or a closely related party of that KMP. Their closely related parties are defined in the Corporations Act and include certain family members, dependents and companies they control; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties

However, such a person may cast a vote on Resolution 1 as a proxy for a person who is permitted to vote if:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the meeting and the appointment of the proxy expressly authorises the Chairman of the meeting to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

The directors encourage all shareholders read the Remuneration Report and vote on this important resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote 'against' or 'abstain', you should mark the relevant box in the attached proxy form.

## Recommendation

The directors recommend that shareholders vote in favour of Resolution 1.

## 3. Resolution 2: Election of Kirstin Hunter as a Director

The Board of directors has recommended Ms. Kirstin Hunter be elected as director of the Company. A summary of Kirstin Hunter's qualifications and experience is detailed below.

### Kirstin Hunter

Between 2017 and 2021 Kirstin Hunter was a Director and Chief Executive Officer of Future Super, a retail superannuation fund established in 2014, with a focus on consumer engagement through ethical and fossil fuel free investing.

During her time at Future Super its superannuation assets grew five-fold to over \$1B, with membership growing seven-fold to 35,000. At the same time Future Super's other funds under management grew to over \$2B. Her success at Future Super saw her recognised as Superannuation Executive of the Year at the 2019 Women in Financial Services Awards.

She is currently Chief of Staff, Human, an early-stage medtech start-up looking to give everyone access to personalized healthcare. This followed a year spent as Chief People, Risk and Legal Officer, at Brighte, a fintech on a mission to make every home sustainable by providing innovative financing solutions for solar panels, batteries and home energy.

Previously she worked at management consultants Bain and Company in Australia and Canada, and at Freehills law firm in Sydney.

Kirstin holds degrees in arts, law and medical science. She was admitted as a solicitor to the Supreme Court of NSW in 2008 and is a graduate of the Australian Institute of Company Directors.

## Recommendation

The directors recommend that shareholders vote in favour of Resolution 2.

## Definitions

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report for the year ended 30 June 2022.

**Auditor's Report** means the auditor's report on the Financial Report.

**AGM** means the annual general meeting convened by this notice of meeting including the accompanying explanatory memorandum and proxy form.

**Board** means the current board of directors of the Company.

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Remuneration Report** means the Remuneration Report set out in the Directors' Report section of the Company's annual Financial Report for the year ended 30 June 2022.



**Need assistance?****Phone:**1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00 am (AEDT)**  
**Sunday 6 November 2022**

## Proxy Form

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

#### PARTICIPATING IN THE MEETING

##### Corporate Representative

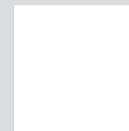
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

### Lodge your Proxy Form:

#### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number:**  
**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

#### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Morphic Ethical Equities Fund Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Morphic Ethical Equities Fund Limited to be held as a virtual meeting on Tuesday 8 November 2022 at 11.00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Kirstin Hunter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Shareholder(s)

*This section must be completed.*

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

# ONLINE MEETING GUIDE

## GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

### Australian Residents

SRN or HIN and postcode of your registered address.

### Overseas Residents

SRN or HIN and country of your registered address.

### Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

## PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Filter' field. Select and click on the displayed meeting.

### Search for meeting

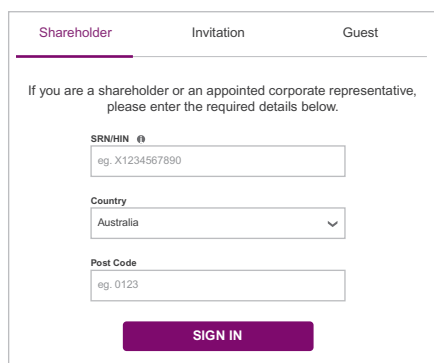
Australia

Filter

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

### To register as a shareholder

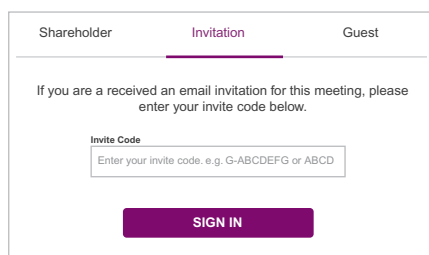
Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.



The screenshot shows the 'Shareholder' tab selected. It contains a form with the following fields: 'SRN/HIN' with a placeholder 'eg. X1234567890', 'Country' with a dropdown menu showing 'Australia', and 'Post Code' with a placeholder 'eg. 0123'. A 'SIGN IN' button is at the bottom.

### or To register as a proxyholder

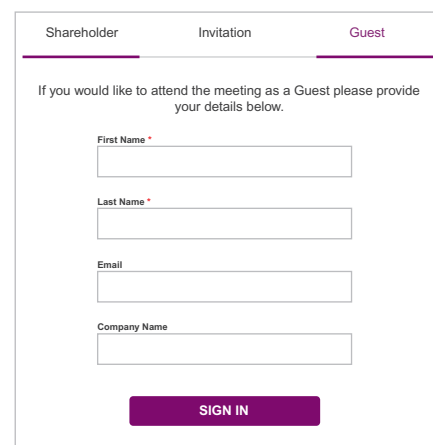
To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.



The screenshot shows the 'Invitation' tab selected. It contains a form with the following fields: 'Invite Code' with a placeholder 'Enter your invite code. e.g. G-ABCDEFGH or ABCD'. A 'SIGN IN' button is at the bottom.

### or To register as a guest

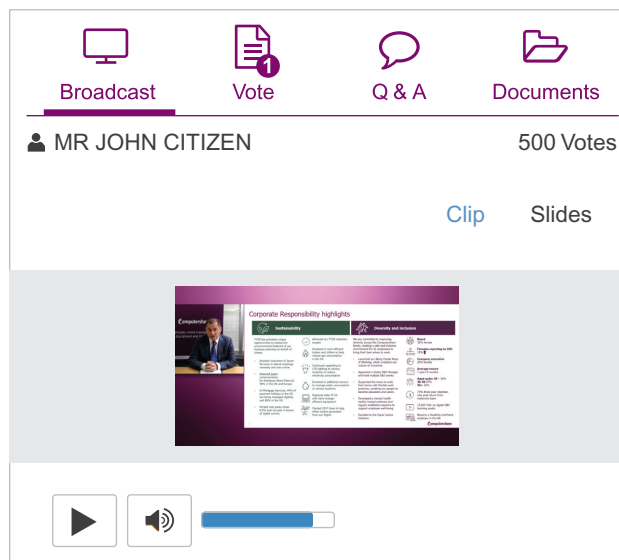
Select 'Guest' and enter your details.



The screenshot shows the 'Guest' tab selected. It contains a form with the following fields: 'First Name', 'Last Name', 'Email', and 'Company Name'. A 'SIGN IN' button is at the bottom.



The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

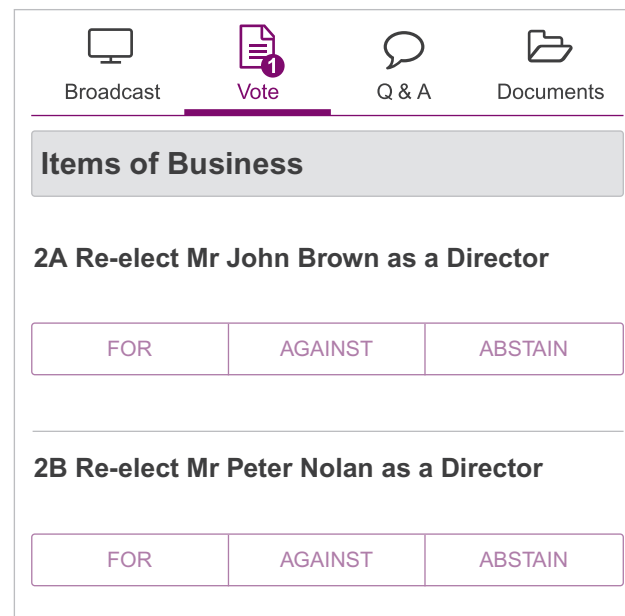


## Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

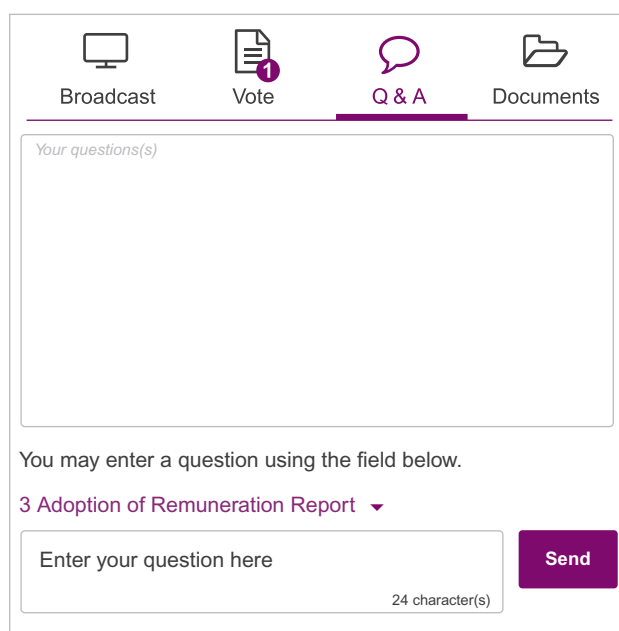
To change your vote, select 'Click here to change your vote' and press a different option to override.



## Q & A

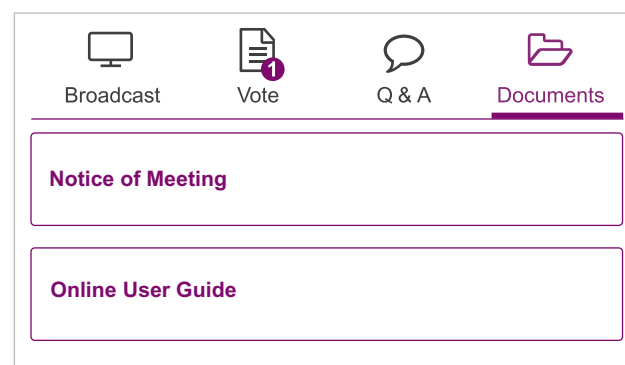
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



## Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



## FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.