

4 December 2025

Attention: ASX Compliance

ASX

Level 27, 39 Martin Place

Sydney NSW 2000

Via email to: [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@asx.com.au)

Dear Sir or Madam

## **Australian Ethical Investment Limited ('AEF'): ASX Aware Letter**

I refer to your letter dated 2 December 2025 and have attached AEF's response as authorised by Steve Gibbs, Chair under delegated authority from the AEF Board.

Please let me know if you have any further queries.

Yours faithfully

Karen Hughes

Company Secretary

Does AEF consider the additional licence conditions imposed by the Australian Prudential Regulation Authority on Australian Ethical Superannuation Pty Ltd ('AES'), the trustee for the Australian Ethical Retail Superannuation Fund, requiring AES to appoint an independent expert to review related-party arrangements that exist between parent company AEF and AES, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

No. Australian Ethical Investment Limited (AEF) does not consider APRA's decision to impose additional licence conditions for wholly owned subsidiary Australian Ethical Superannuation Pty Ltd (AES) to be information that would have a material effect on the price or value.

In recent years, APRA has placed a broad and increasing emphasis on the governance and oversight of all superannuation funds. AES has been adapting its policies and processes in response to the evolving regulatory landscape.

The additional licence conditions that APRA has imposed are, in the opinion of the AES Trustee Board, narrow in scope, requiring AES to appoint an independent expert to review related-party arrangements that exist between parent company AEF and AES.

The recommendations to be made by the expert will be forward looking in nature and will ensure that AES' processes and practices are strengthened to support the relevant decision-making.

It's important to note that the licence conditions do not impose financial penalties and AES advises it is confident that this issue has not negatively impacted members' retirement savings.

AEF has been continuously uplifting governance frameworks and protocols. It plans to incorporate this review into the existing program of work, being led by our new Chief Operating Officer Anthony Lane.

**If the answer to any part of question 1 is "no", please advise the basis for that view, commenting specifically on the decrease in AEF's securities price following the release of the Announcement (refer to paragraph B of this letter).**

The cause of the security price movement is not clear to AEF. It is not unusual for APRA to impose additional licence conditions on superannuation trustees as part of its enforcement approach.

The business continues to perform positively in line with market expectations and we look forward to sharing the 1H FY26 results as scheduled on 26 February 2026.

AEF considers the cost to address these conditions is not material and it is not expected to have a material impact on the earnings of AEF.

**When did AEF first become aware of the information referred to in question 1 above?**

AES received APRA's licence conditions via email at 4:27pm on 26 November 2025 with an effective date of 2 December 2025.

**If AEF first became aware of the information referred to in question 1 before the date of the Announcement, did AEF make any announcement prior to that date which disclosed the information? If not, please explain why the information was not released to the market at an earlier time, commenting specifically on when you believe AEF was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps AEF took to ensure that the information was released promptly and without delay.**

AES received APRA's licence conditions via email at 4:27pm on 26 November 2025 with an effective date of 2 December 2025. At this time, APRA also confirmed its intention to publish a media release on the morning of 27 November 2025.

With respect to AEF's continuous disclosure obligations and AES' obligations to APRA, the ASX was notified as soon as APRA's media release was published at 9:00am on Thursday 27 November 2025.

**Please confirm that AEF is in compliance with the Listing Rules and, in particular, Listing Rule 3.1**

AES is complying with the Listing Rules and, in particular Listing Rule 3.1.

**Please confirm that AEF's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of AEF with delegated authority from the board to respond to ASX on disclosure matters.**

Confirming that the above response to the ASX questions has been approved by Steve Gibbs, Chair under delegated authority from the AEF Board.



2 December 2025

Ms Karen Hughes  
Company Secretary  
Australian Ethical Investment Limited  
Level 41 161 Castlereagh Street  
SYDNEY NSW 2000

By email

Dear Ms Hughes

**Australian Ethical Investment Limited ('AEF'): ASX Aware Letter**

ASX refers to the following:

A. AEF's announcement titled 'AEF - superannuation trustee licence conditions' (the 'Announcement') released on the ASX Market Announcements Platform ('MAP') at 9:25 AM AEDT on 27 November 2025 disclosing the following:

*APRA has announced additional licence conditions for the trustee of Australian Ethical Superannuation Pty Ltd (AES).*

*The additional conditions require AES to engage an independent expert to undertake a review of some related -party arrangements that exist between parent company Australian Ethical Investment Ltd (AEI) and AES ...*

ASX notes the Announcement was submitted as 'non-market-sensitive' to MAP by AEF.

B. The change in the price of AEF's securities from \$6.46 at the close of trade on 26 November 2025, prior to the release of the Announcement to a low of \$5.74 at the close of trading on 27 November 2025.

C. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

D. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

*an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity.*

E. Section 4.4 in *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B* titled "When does an entity become aware of information?"

F. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure as follows.

**3.1A** *Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*

**3.1A.1** *One or more of the following 5 situations applies:*

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*

- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *A reasonable person would not expect the information to be disclosed.*

G. The concept of “confidentiality” detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:

*Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it is no longer a secret and it ceases to be confidential information for the purposes of this rule.*

#### **Request for information**

Having regard to the above, ASX asks AEF to respond separately to each of the following questions:

1. Does AEF consider the additional licence conditions imposed by the Australian Prudential Regulation Authority on Australian Ethical Superannuation Pty Ltd ('AES'), the trustee for the Australian Ethical Retail Superannuation Fund, requiring AES to appoint an independent expert to review related-party arrangements that exist between parent company AEF and AES, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to any part of question 1 is “no”, please advise the basis for that view, commenting specifically on the decrease in AEF’s securities price following the release of the Announcement (refer to paragraph B of this letter).
3. When did AEF first become aware of the information referred to in question 1 above?
4. If AEF first became aware of the information referred to in question 1 before the date of the Announcement, did AEF make any announcement prior to that date which disclosed the information? If not, please explain why the information was not released to the market at an earlier time, commenting specifically on when you believe AEF was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps AEF took to ensure that the information was released promptly and without delay.
5. Please confirm that AEF is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that AEF’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of AEF with delegated authority from the board to respond to ASX on disclosure matters.

#### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AEDT on Friday, 5 December 2025**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, AEF’s obligation is to disclose the information ‘immediately’. This may require the information to be disclosed before the deadline set out above and may require AEF to request a trading halt immediately if trading in AEF’s securities is not already halted or suspended.

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Your response should be sent by e-mail to **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow us to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

#### **Suspension**

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in AEF's securities under Listing Rule 17.3.

#### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to AEF's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that AEF's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

#### **Release of correspondence between ASX and entity**

We reserve the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A. The usual course is for the correspondence to be released to the market.

Regards

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ASX Compliance