

Supplementary Explanatory Materials
in relation to a
Notice of Meeting

Evolution Trustees Limited
ACN 611 839 519

Responsible Entity of the
Metrics Direct Income Fund
ARSN 641 620 331

This Supplementary Explanatory Memorandum ("**Supplement**") is issued by Evolution Trustees Limited ("**Evolution**") as responsible entity of the Metrics Direct Income Fund ARSN 620 465 090 ("**Scheme**") and relates to the adjourned meeting in respect of the Scheme to be held on 20 December at 2.00pm (Sydney time) ("**Adjourned Meeting**"). The Adjourned Meeting is an adjournment of the meeting of members of the Scheme which was held on 7 December 2021, the notice of meeting, explanatory materials (together the **NOM**) and personalised proxies for which were despatched to members of the Scheme on 2 September 2021. The NOM is available at <https://metrics.com.au/wp-content/uploads/2021/09/MDIF-Notice-of-Meeting-Final-2.9.21.pdf>. **A paper copy of the NOM is available on request from Evolution.**

Capitalised terms have the meaning given in the NOM unless otherwise defined herein. The NOM applies in respect of the Adjourned Meeting other than in respect of the details contained in this Supplement. **This Supplement should be read together with the NOM.**



1. Update to members

Meeting of 7 December 2021

- 1.1 The meeting referred to in the NOM was held at approximately 2pm (Sydney time) on 7 December 2021. A quorum was not present at that meeting and in accordance with clause 28.2 of the constitution of the Scheme, the meeting has been adjourned to 2.00pm (Sydney time) on 20 December 2021, to be held virtually.

ASIC relief in relation to the Scheme

- 1.2 The Corporations Act governs the process by which a responsible entity may retire and a new responsible entity may be appointed in respect of a registered scheme. In particular, under the Corporations Act the retirement and appointment of a responsible entity must pass by an extraordinary resolution. This is the resolution that is contemplated by the Resolution.
- 1.3 Under the Corporations Act, an extraordinary resolution is a resolution that passes by at least 50% of the total votes that may be cast by members entitled to vote on the resolution (including members who are not present in person or by proxy). However in relation to the Scheme, Evolution has been granted ASIC relief and is seeking additional ASIC relief under paragraph 601QA(1)(b) of the Corporations Act to modify or vary the definition of extraordinary resolution.
- 1.4 The relief already obtained excludes a member of the Scheme that is an operator or custodian of an investor directed portfolio service (**IDPS**) that has a written policy of not voting its interests in relation to resolutions arising from investments held via such platforms (**Excluded Unitholder**). Therefore, given its voting policies, the named IDPS platform will be unable to, and will abstain from voting on the Resolution in relation to the Scheme, other than in respect of the units in the Scheme it holds on behalf of superannuation funds. In addition, Evolution has applied for ASIC relief (**Further Relief Application**) to exclude an additional member of the Scheme that holds units on behalf of a registrable superannuation entity and the operator of an IDPS that have similar written policies of not voting their interests in relation to resolutions arising from investments in these platforms or in such capacity (**Further Excluded Unitholders**).
- 1.5 Without the relief, given the size of the holdings of the Excluded Unitholder and the Further Excluded Unitholders, the ability of Evolution to retire as responsible entity of the Scheme in accordance with the provisions of the Corporations Act would likely be frustrated or impeded.
- 1.6 The effect of the ASIC relief already obtained is that those votes that belong to Units held by the Excluded Unitholder, will be excluded from the total votes in the Fund of which 50% is required to pass the Resolution to the extent that the Excluded Unitholders abstain from voting in accordance with its written voting policy. If the Further Relief Application is granted by ASIC, this will have a similar effect in respect of the Further Excluded Unitholders. The ASIC relief will not operate to exclude the votes of any other members of the Scheme.

2. Attending and Participating in the Adjourned Meeting

- 2.1 If you do not wish to attend the Adjourned Meeting virtually, then you can elect to have a proxy put in your vote for you. That could be someone you know who is eligible to attend the meeting or you could elect for the Chairperson to be your proxy. **If you have already provided a proxy in respect of the Meeting you do not need to provide a new proxy. The proxy you have provided will apply equally in respect of the Adjourned Meeting.**
- 2.2 Members who wish to participate in the meeting online on the day of the meeting should register to receive a login link by visiting https://us02web.zoom.us/webinar/register/WN_BsCWKB_kQ8SgwaKQGP8UUA using a smartphone, tablet or computer. Members who register will receive a link to be able to access the virtual meeting. More information regarding participating in the meeting online, including browser requirements, is detailed in the Online Meeting User Guide (User Guide) available at

https://web.automic.com.au/er/public/api/documents/MDIF?fileName=Virtual_Meeting_Registration_and_Voting_20210106.pdf and attached at Schedule 1 of the NOM.

- 2.2 The online platform will allow members to participate in the meeting by being able to view the meeting, vote and ask questions or make comments in real time. Those who are not members or not attending as a proxy, corporate representative or attorney of a members, are welcome to connect to the platform or watch the live webcast but are not able to vote or ask questions.
- 2.3 Please ensure you have your access details (refer to the proxy form, the email containing the Notice of Meeting or the email containing this Supplement), as you will need this to log in. Proxyholders should contact Automic Pty Ltd (**Registry**) on 1300 288 664 or +61 2 9698 5414 or by email on meetings@automicgroup.com.au to obtain their login details to participate live online. Please refer to the User Guide for more information
- 2.4 If it becomes necessary to provide updates or instructions in the lead up to the Adjourned Meeting, details will be made available at metrics.com.au/news.

Voting in person or by proxy

- 2.5 Members can cast their vote:
- (a) by attending the meeting virtually and voting either in person, by attorney or, in the case of corporate investors (including corporate trustees), by corporate representative using the online voting system at https://us02web.zoom.us/webinar/register/WN_BsCWKB_kQ8SgwaKQGP8UUA. Instructions on how to use this online voting system accompany this Supplement; or
 - (b) by appointing a proxy to attend and vote on their behalf.
- 2.6 A member who appoints a proxy may lodge the proxy form in the manner set out in the NOM (available for download at <https://investor.automic.com.au/#/home>) OR may lodge the proxy form online via <https://investor.automic.com.au/#/home>, by selecting "Meetings" and following the prompts.
- 2.7 Completed proxy forms must be received by Evolution and the Registry above or in the NOM, so that it is received at least 48 hours prior to the time of the Adjourned Meeting shown above (i.e. **Saturday, 18 December 2021 02:00PM (AEDT)**).

If you appoint the Chairperson as your proxy, you may direct the Chairperson how to vote by placing a mark either in the FOR, AGAINST or ABSTAIN box next to the Resolution on proxy form. If you do not mark any of the boxes, the Chairperson will vote FOR the Resolution at the meeting.

Contact details

If you have any questions in relation to the Resolution or this document please contact Evolution Trustees Limited at info@evolutiontrustees.com.au or +61 2 8866 5150.

IMPORTANT INFORMATION

Before deciding how to vote on the Resolution, please carefully read this Supplement and the NOM (including the Explanatory Memorandum) so that you may make an informed decision.

You have received this document because you were recorded on the register of the Scheme on 13 December 2021 as a member. As a member of the Scheme you are entitled to receive notice of, and to vote at, the Adjourned Meeting and any adjournments of the Adjourned Meeting.

The information contained in this document is general information only and has been prepared without taking into account your objectives, financial situations or needs. We recommend that you read this document and the NOM carefully and consider the appropriateness of the information, having regard to your own objectives, financial situation and needs, before voting on the Resolution. If you do not understand this document or are in any doubt about the action you need to take, you should consult your financial or other professional adviser.