

## Notice of Meeting

*Evolution Trustees Limited*

**ACN 611 839 519**

**Responsible Entity of the**

*Metrics Direct Income Fund*

**ARSN 641 620 331**

**FOR A VIRTUAL MEETING OF MEMBERS TO BE HELD AT 2PM (SYDNEY TIME) 17 February 2022**

Pursuant to section 252A of the Corporations Act 2001 and clause 27.1 of the constitution ("**Constitution**") of the **Metrics Direct Income Fund ARSN 641 620 331 ("Scheme")**, **Evolution Trustees Limited ACN 611 839 519**, ("**Outgoing RE**") the responsible entity of the Scheme, gives notice that a meeting of the Scheme's members will be held at the following time and place:

Place: In the interests of the health and safety of members and the broader community, the meeting will be held by virtual means (via an audio and video webcast and live online voting facility). **Register to attend the virtual meeting by visiting:** [https://us02web.zoom.us/webinar/register/WN\\_R4GjVmo6ROalxEIrdxTCg](https://us02web.zoom.us/webinar/register/WN_R4GjVmo6ROalxEIrdxTCg)

Date: Thursday, 17 February 2022

Time: 2.00pm (Sydney time)

This Notice of Meeting is dated 20 January 2022.

The Explanatory Memorandum provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form comprise part of this notice of meeting.

**IMPORTANT:** The situation regarding COVID-19 is constantly evolving and may require Evolution Trustees Limited to make alternative arrangements for the holding or conducting the meeting as a result of governmental public health orders or guidance, Evolution Trustees Limited will notify members of any changes to the way in which the meeting is to be held. Members should therefore closely monitor communications from Automic Pty Ltd and Evolution Trustees Limited. Any updates to the meeting will be made available at <https://metrics.com.au/news>.

### 1. GENERAL NATURE OF THE MEETING'S BUSINESS

The meeting is called for the following purpose.

#### **Replace the Responsible Entity**

To consider and, if thought fit, to pass the following resolution as an extraordinary resolution ("**Resolution**"):

"That:

(a) *Evolution Trustees Limited ACN 611 839 519 be replaced by Equity Trustees Limited ACN 004 031 298 as the responsible entity of Metrics Direct Income Fund ARSN 641 620 331 with*



*effect from the date that the Australian Securities and Investments Commission alters its records; and*

*(b) Evolution Trustees Limited be authorised to do all things that it reasonably considers necessary or incidental to give effect to the above."*

## 2. **ASIC relief in relation to the Scheme**

- 2.1 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.
- 2.2 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 [under paragraph 601QA(1)(b) of the Corporations Act to modify or vary the definition of extraordinary resolution.
- 2.3 The relief obtained excludes:
- (a) 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; and
  - (b) 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 policy of not voting their interests in relation to resolutions arising from investments in these platforms or in such capacity (**Further Excluded Unitholders**).
- 2.4 Without the relief set out in paragraph 2.3, 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.
- 2.5 The effect of the ASIC relief already obtained is that those votes that belong to Units held by the Excluded Unitholder and the Further Excluded Unitholders, will be excluded from the total votes in the Scheme of which 50% is required to pass the Resolution to the extent that the Excluded Unitholder and the Further Excluded Unitholder abstain from voting in accordance with their respective written voting policies. The ASIC relief will not operate to exclude the votes of any other members of the Scheme.

## 3. **VOTING AND ELIGIBILITY**

### **Who may attend and vote**

#### **Quorum**

- 3.1 The quorum for the meeting is 3 members holding in aggregate at least 35% of the committed capital of the Scheme, present in person or by proxy. If a quorum is not present within 30 minutes after the scheduled time for the meeting, the meeting will be adjourned to such place and time as the Outgoing RE decides. If no quorum is present at the resumed meeting within 30 minutes after the time for the start of the meeting, the meeting is dissolved.
- 3.2 In determining whether a quorum is present, if a member appoints more than one proxy or body corporate representative, only one of them will count.

- 3.3 Subject to the Corporations Act, the Chairperson of the meeting may determine to adjourn the meeting in certain circumstances including, but not limited to, where there are insufficient members present in person or by proxy for the passing of an extraordinary resolution.

**Voting will be conducted by poll**

- 3.4 The Resolution will be decided by a poll. Each member will be entitled to one vote for each dollar of the value of the total interests they have in the Scheme.

**Majority required**

- 3.5 The Resolution to replace the Outgoing RE is an extraordinary resolution, meaning it can only be passed if it is supported by at least 50 percent of the total votes that may be cast by members entitled to vote on this resolution (including members who are not present at the meeting in person or proxy).

**Participating in the meeting**

4. As the situation regarding COVID-19 is constantly evolving, in the interests of the health and safety of Members and the broader community, the meeting will be held by virtual means only (via an audio and video webcast and live online voting facility).
5. If you do not wish to attend the 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. To nominate a proxy, you will need to complete the proxy form included with this Notice of Meeting or by appointing a proxy using the online link below.
- 5.1 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\\_R4GjVmo6ROalxEIrdxTCg](https://us02web.zoom.us/webinar/register/WN_R4GjVmo6ROalxEIrdxTCg) 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](https://web.automic.com.au/er/public/api/documents/MDIF?fileName=Virtual%20Meeting%20Registration%20and%20Voting%2020210106.pdf) and attached at **Schedule 1**.
- 5.2 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.
- 5.3 Please ensure you have your access details (refer to the proxy form or your Notice of Meeting email), 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](mailto:meetings@automicgroup.com.au) to obtain their login details to participate live online. Please refer to the User Guide for more information
- 5.4 If it becomes necessary to provide updates or instructions in the lead up to the Meeting, details will be made available at <https://metrics.com.au/news>.

**Voting in person or by proxy**

***Proxies submitted for previous meetings of the Scheme will not be valid for this meeting. Members wishing to vote by proxy should complete a new proxy as set out below.***

- 5.5 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\\_R4GjVmo6ROalxEIrdxTCg](https://us02web.zoom.us/webinar/register/WN_R4GjVmo6ROalxEIrdxTCg) . Instructions on how to use this online voting system accompany this Notice of Meeting; or
  - (b) by appointing a proxy to attend and vote on their behalf.



5.6 A member who appoints a proxy must complete the proxy form enclosed with this Notice of Meeting and available for download at <https://investor.automic.com.au/#/home> via the investor portal **OR** may lodge the proxy form **online** via <https://investor.automic.com.au/#/home>, by selecting “Meetings” and following the prompts. The Chairperson may act as your proxy or you can nominate another person. Instructions on how to complete the proxy form are included on the proxy form itself.

5.7 Completed proxy forms must be received by the Outgoing RE and the Registry as specified below, so that it is received at least 48 hours prior to the time of the meeting shown above:

<b>Mail/Hand deliver</b>	Automic GPO Box 5193 Sydney NSW 2001 <b>or</b> Level 5, 126 Phillip Street Sydney NSW 2000
<b>Fax</b>	+61 285833040
<b>Email</b>	meetings@automicgroup.com.au
<b>Online</b>	via <a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a> , by selecting “Meetings” and following the prompts

5.8 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.

5.9 Each member has a right to appoint one or two proxies. If a member appoints two proxies, the member may specify the proportion or number of votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. Any fractions of votes arising from apportioning the votes will be disregarded.

5.10 In the absence of any special circumstances, the register of members as at close of business on the business day prior to the meeting date will be taken as evidence of those members entitled to vote.

#### **Jointly held Units**

5.11 If the Units are jointly held, only one of the joint members is entitled to vote. If more than one member votes in respect of jointly held units, only the vote of the member whose name appears first in the register will be counted.

#### **Corporations**

5.12 To vote at the meeting (other than by proxy), a corporate body that is a member must appoint a person to act as its representative. The appointment must comply with section 253B of the Corporations Act 2001. The representative must bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

#### **Voting by the Outgoing RE and its associates**

5.13 Section 253E of the Corporations Act provides that:

‘The responsible entity of a registered scheme and its associates are not entitled to vote their interest on a resolution at a meeting of the scheme’s members if they have an interest in the resolution or matter other than as a member. However, if the scheme is listed, the responsible entity and its associates are entitled to vote their interest on resolutions to remove the responsible entity and choose a new responsible entity.’

5.14 Neither the Outgoing RE nor its associates will vote on the resolution unless they do so as a proxy and the appointment specifies the way they are to vote and they vote that way.

#### **Chairperson**

5.15 The Outgoing RE will appoint the chairperson of the meeting.



## **IMPORTANT INFORMATION**

Before deciding how to vote on the Resolution, please carefully read the enclosed Explanatory Memorandum so that you may make an informed decision.

You have received this Notice of Meeting and Explanatory Memorandum because you were recorded on the register of the Scheme on 19 January 2022 as a member. As a member of the Scheme you are entitled to receive notice of, and to vote at, the meeting and any adjournments of the meeting.

The information contained in this Notice of Meeting and Explanatory Memorandum is general information only and has been prepared without taking into account your objectives, financial situations or needs. We recommend that you read the Notice of Meeting and Explanatory Memorandum carefully and consider the appropriateness of the information, having regard to your own objectives, financial situation and needs, before voting on the resolutions. 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.

## **Contact details**

If you have any questions in relation to the Resolution please contact Evolution Trustees Limited at [info@evolutiontrustees.com.au](mailto:info@evolutiontrustees.com.au) or +61 2 8866 5150.



## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is issued by Evolution Trustees Limited as responsible entity of the Metrics Direct Income Fund ARSN 620 465 090 ("**Scheme**").

### **Replacing the Responsible Entity**

#### **1. Why Evolution Trustees has called the meeting**

- 1.1 The Outgoing RE and Metrics Credit Partners Pty Ltd ("**Metrics**") have considered a range of factors and circumstances relating to the operation of the Scheme and consider that the replacement of the Outgoing RE with Equity Trustees Limited ACN 004 031 298, AFSL number 240975 ("**Proposed RE**" or "**EQT**") as the responsible entity of the Scheme would be in the best interests of the Scheme and its members. Evolution had appointed Sandhurst Trustees to hold the assets of the Fund with fees payable to the Custodian being borne by Evolution. This has resulted in the arrangement being uneconomical for Evolution. Under the proposed arrangement with EQT, EQT will use an internal custodian to hold the Scheme's assets at no extra cost to the investors.
- 1.2 In order to formally commence this process, Metrics, in its capacity as the investment manager of the Scheme, has issued a request under the investment management agreement between the Outgoing RE and Metrics, for the Outgoing RE to retire as responsible entity in favour of EQT.
- 1.3 In order for the Outgoing RE to retire as the responsible entity of the Scheme, section 601FL(1) of the Corporations Act requires the Outgoing RE to call a members' meeting to explain its reasons for wanting to retire and enable the members to vote on a resolution to choose a company to be the new responsible entity. The Resolution must be an extraordinary resolution as the Scheme is not listed.
- 1.4 The Outgoing RE has conducted due diligence on EQT to obtain comfort that EQT's operational, compliance and governance framework is of a standard that the Outgoing RE considers adequate to operate the Scheme. The Outgoing RE reasonably considers that EQT:
  - (a) has adequate personnel, compliance systems and investment and research resources and suitable operational, IT and accounting functions in relation to management of the Scheme;
  - (b) will continue to meet its capital adequacy requirements and other financial requirements under the Corporations Act and ASIC policy;
  - (c) will continue to meet its insurance requirements under the Corporations Act and ASIC policy;
  - (d) will meet its obligations in relation to the engagement and monitoring of service providers to the Scheme; and
  - (e) will continue to meet its obligations in relation to compliance with the law subsequent to its appointment as responsible entity.

#### **2. Why Evolution Trustees Limited wants to retire as responsible entity of the Scheme**

- 2.1 The Outgoing RE wants to retire as the responsible entity for the Scheme because:
  - (a) it is satisfied that EQT has the necessary Australian financial service licence authorisations, skills, resources and experience to operate the Scheme as responsible entity; and
  - (b) it has carefully considered the proposed appointment of EQT as responsible entity of MDIF, and is of the view that, the appointment of EQT as responsible entity of the Scheme would be in the best interests of the Scheme and its members.
- 2.2 Metrics has engaged with the Proposed RE and is of the view that the Proposed RE would be an appropriate replacement responsible entity to replace the Outgoing RE.

#### **3. Why EQT wants to be the responsible entity of the Scheme**

- 3.1 EQT has consented in writing to become the new responsible entity of the Scheme if the Resolution is passed. EQT is a subsidiary of EQT Holdings Limited ABN 22 607 797 615, which is a public company listed on the Australian Securities Exchange (ASX: EQT). Established as a trustee and executorial service provider by a special Act of the Victorian Parliament in 1888, today Equity Trustees is a dynamic financial services institution which continues to grow the breadth and quality of products and services on offer. EQT is a sophisticated financial services provider, offering a broad range of products and services to a diverse client base. EQT Corporate Trustee Services is the business unit within EQT which will be responsible for the responsible entity services performed by EQT if successfully appointed as responsible entity. EQT Corporate Trustee Services, as at 31 December 2021, is responsible for over A\$105.9 billion of funds under management in excess of 303 funds. EQT has the necessary authorisations under its Australian financial services licence to operate the Scheme and will issue a new Product Disclosure Statement for the Scheme. Following the change of responsible entity, Metrics will remain as the investment manager of the Scheme.

#### **4. *Reasons to vote in favour of the Resolution***

- 4.1 The reasons you may wish to vote in favour of the Resolution may include:
- (a) that you are satisfied that EQT has the necessary skills, resources and experience as well as the necessary authorisations under its Australian financial services licence to operate the Scheme as responsible entity; and
  - (b) EQT has consented to be the responsible entity of the Scheme on the basis that it believes that its robust compliance and operational framework further the interests of members of the Scheme.

#### **5. *Key aspects of the proposal for members***

- 5.1 It is important to understand what the change of responsible entity will mean for you, including the features of the Scheme that will change and those that will not.
- 5.2 Importantly, Metrics will continue to be the investment manager of the Scheme. There will not be any changes to the investment objective or strategy of the Scheme resulting from the change of responsible entity.
- 5.3 In addition, there will be no material impact to fees resulting from the proposed change in the responsible entity.
- 5.4 If the Resolution passes, EQT will be responsible for but not limited to:
- (a) appointment of service providers for each Fund;
  - (b) oversight by the responsible entity board;
  - (c) establishment of a compliance committee;
  - (d) establishment of a breach committee;
  - (e) managing ASIC relationship and lodgements;
  - (f) managing financial accounts;
  - (g) managing financial statements audit;
  - (h) managing compliance plan audits; and
  - (i) holding an appropriate Australian Financial Services Licence.

Some other aspects of the proposed change are set out in the table below:



Topic	Description
Correspondence	Members should experience a seamless transition if the Resolution passes. From the date of the transition, EQT will issue all correspondence such as transaction and tax statements. You will be able to contact EQT for all enquiries.
Constitution	EQT on appointment as responsible entity will be bound by the Constitution and the Corporations Act. EQT may make non-materially adverse changes to the Constitutions. EQT will communicate these later.
Compliance Plan	EQT will lodge a new compliance plan with ASIC. The compliance plan will be in EQT's standard form and sets out the key measures to comply with the Constitution and the Corporations Act. A Compliance Committee with a majority of external members will oversee the compliance plan and lodge an annual audit report with ASIC.
Compliance	EQT will undertake the regulatory and compliance functions of the Scheme
Service providers	EQT will hold the assets of the Scheme on custody. Accordingly Sandhurst Trustees Limited ABN 16 004 030 737 will cease to be the Scheme's custodian.  Metrics will continue to be the investment manager of the Scheme. MCH Fund Administration Services Pty Ltd ACN 636 286 970 will continue to be the Scheme's administrator. Automic Pty Ltd ACN 152 260 814 will continue to provide registry services in respect of the Scheme.
Disclosure documents and applications	EQT will issue a new Product Disclosure Statements shortly after the transition. You can make applications for new units under the new Product Disclosure Statement and accompanying application form.

## 6. **Reasons to vote against the Resolution**

6.1 The Outgoing RE does not consider that there are any reasons to vote against the Resolution.

## 7. **If the Resolution is passed**

7.1 Pursuant to section 601FL(2) of the Corporations Act, if the Resolution is passed, the Outgoing RE must, as soon as practicable and in any event within 2 business days after the Resolution is passed, lodge a notice with ASIC requesting it to amend the record of the Scheme's registration so as to name EQT as the responsible entity of the Scheme. Pursuant to section 601FJ(1) of the Corporations Act, the Outgoing RE will remain the Scheme 's responsible entity until ASIC amend the Scheme 's registration to record another entity as the Scheme 's responsible entity.

7.2 At such time as EQT is recorded as the Scheme 's responsible entity:

- (a) EQT will be authorised and required to operate the Scheme as responsible entity pursuant to the Constitution and the Corporations Act; and
- (b) all rights, obligations and liabilities of the Outgoing RE as the former responsible entity of the Scheme will become rights, obligations and liabilities of EQT as the new responsible entity of the Scheme.



**8. *If the Resolution is not passed***

8.1 If the Resolution is not passed the Outgoing RE will remain as the Scheme's responsible entity.

