

ESG REPORT FY21

Released October 2021

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Welcome 03 **ESG** at Perennial **UN PRI Signatory ESG Process** 04 Perennial's 4 Pillars of ESG integration ESG & Engagement Score (ESG&E Score) **Key ESG topics for 2021** 05 Climate Change & Paris Agreement Supply Chain & Modern Slavery Gender Diversity Cybersecurity United Nations Sustainable Development Goals (SDGs) 09 **Engagement** Engagement case studies 11 **Proxy Voting** Proxy Voting case studies 13 **Recent ESG Initiatives** 15 **Industry Participation**

Our Dedicated Better Future Strategy

Perennial Better Future Survey 2021

16

18



Welcome

This is Perennial's second annual ESG report. This report showcases our increased focus on ESG and sustainability across the Perennial group over the last five years. It provides tangible evidence of effort across the organisation. In February 2018, we developed our first dedicated sustainability product with the Perennial Better Future Trust. In May 2019, a quoted version was created through Perennial partner elnvest (ASX: IMPQ). We are moving rapidly and seeking to use ESG and sustainability to provide great outcomes for our investors and society more broadly.

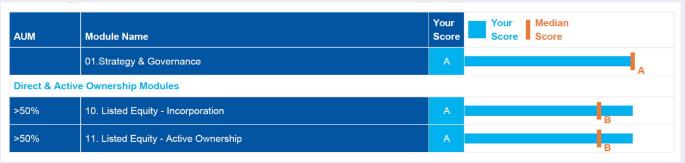
ESG at Perennial

At Perennial, we believe that a holistic view of a company, including the consideration of ESG factors, promotes a well-rounded approach to investing. We believe that this provides better risk adjusted returns and superior outcomes for our clients. When making investment decisions, we consider ESG through a multi-lensed approach, including our proprietary ESG&E scoring system, sustainability data and engagement with companies to assist with decision-making.

UN PRI Signatory

Perennial has been a signatory to the United Nations Principles of Responsible Investment (UN PRI) since 2009. As a signatory, we agree to the six principles for Responsible Investment.

In our 2019 PRI results, Perennial achieved the top band for all three assessment areas: Strategy & Governance, Listed Equity – Incorporation and Listed Equity – Active Ownership. We await our 2020 PRI report which has been delayed until June 2022.



Source: 2019 Assessment Report for Perennial Value Management

ESG Process

PERENNIAL'S 4 PILLARS OF ESG INTEGRATION

Our approach to integrating ESG in the investment process is based on the following 4 pillars:

- 1. In-house proprietary ESG&E Scoring system
- 2. Stewardship engagement & proxy voting
- 3. Exclusions / Negative screens
- 4. Portfolio management

ESG&E Score

The ESG&E Score is a proprietary scoring system established and run in-house by the Perennial sustainability team with input and insight from the sector analysts. Each company is given a score for Environment, Social and Governance performance as well as a score for company Engagement. Each portfolio must have an ESG&E score above the weighted average benchmark score.

Stewardship

Engagement with companies to discuss material ESG issues, risks and opportunities.

As responsible stewards of capital, we use our voting discretion in the best interests for our clients.

Exclusions / Negative Screens

Each portfolio has negative screens, excluding investment in certain industries.

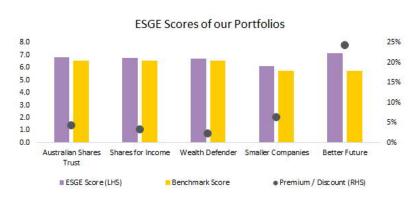
Portfolio Management

The company's ESG performance and characteristics are one of the considerations in portfolio construction. Stocks with ESG&E related concerns are either unlikely to be held or have a lower weight in the portfolio relative to other stocks with similar characteristics.

ESG & ENGAGEMENT SCORE (ESG&E SCORE)

The ESG&E Score is a proprietary scoring system set up and run in-house by the Perennial sustainability team, with input and insight from the sector analysts. Each company is given a score for Environment, Social and Governance performance as well as a score for company Engagement.

Environment, Social and Governance are each weighted 20%, while Engagement has a 40% weighting. This provides a total score out of 10, which is then compared to the benchmark.



ESG&E scores as at 30 June 2021

Key ESG Topics for 2021

In our Better Future Survey this year, ASX listed corporates told us that the key areas of focus were greenhouse gas emissions, including alignment with the Paris Agreement, diversity, modern slavery and cyber security. We engaged with companies on these issues, as well as a broad range of other ESG topics. We have provided additional detail on the key areas of focus for us and corporates over the past 12 months:

CLIMATE CHANGE & PARIS AGREEMENT

The alignment of companies with the Paris Agreement to achieving net zero emissions by 2050 was a key engagement and discussion topic among investors. We saw a number of companies provide improved disclosure of Scope 1, 2 and 3 emissions, as well as set long term targets. There were also multiple examples of advocate shareholders submitting climate related proposals to the AGM, including at Woodside, Rio Tinto and Santos.

Perennial's Approach

Over the year we have commenced the process of using the Emmi carbon risk assessment tool to assess carbon risk in our portfolios and have been engaging with Emmi to evolve the assessment tool. The Emmi tool looks at a number of different climate risk metrics which have been developed based on climate science to derive an Emmi Score. The tool also allows us to examine the alignment of stocks with different climate scenarios.

During the year we engaged with corporates on climate change, greenhouse gas emissions, alignment with the Paris Agreement, setting emission reduction targets through our collaborative engagement efforts with Climate Action 100+ and through direct engagement with companies we hold in our investment portfolios.

From a corporate perspective, we have engaged Path Zero to measure our corporate emissions, help us set emission reduction targets and offset unavoidable emissions.



Key ESG Topics for 2021 continued

SUPPLY CHAIN & MODERN SLAVERY

The Commonwealth Modern Slavery Act (2018) requires companies with over A\$100m in revenue to prepare an annual modern slavery statement. The first reporting of The Act began in 2020, and all companies required to report had to do so by 30 June 2021. The Government has the power to publicly name entities that fail to comply. In NSW, it is proposed that corporations with annual turnover of A\$50-100m be required to report under The Act, and that criminal penalties can be imposed on corporations that fail to meet reporting requirements, although this is not yet in force.

Perennial's Approach

A new collective engagement group referred to as IAST APAC formed for asset owners and managers to discuss modern slavery risks with some of the companies most at threat in Asia. Perennial is a signatory and participant in workstream 1 and 2 of the IAST APAC initiative.

From a corporate perspective, we have introduced a supplier due diligence questionnaire to assess our upstream modern slavery risk. We ask our suppliers questions so that we can assess the risk of modern slavery.

GENDER DIVERSITY

Gender diversity remains a key ESG topic in 2021. In particular, the percentage of women on ASX boards. This is aligned with the goals of the 30% Club, which advocates for a minimum 30% representation of women on ASX 300 boards. As at 31 July 2021, The AICD Board Gender Diversity statistics reported some progress on the ASX. ASX200 boards are comprised of 33.5% women directors. This is up from 30% in 2019. Pleasingly, women make up 41.7% of new board appointments. However, on the ASX All Ordinaries, women are 27.7% of directors, with 80 boards having no women.

We also closely monitor gender diversity in management teams. The Chief Executive Women (CEW) ASX300 Senior Executive Census for 2021 revealed that women held just 6% of Chief Executive Officer (CEO) roles in the ASX300 and 26% of roles in executive leadership teams. CEW believes that setting gender diversity targets is key to increasing the representation of women in executive leadership teams. The Census discovered that across the ASX100, 50% of companies have set targets of at least 40% of each gender.

While the CEW Senior Executive Census for 2021 noted a modest increase in the representation of women in executive leadership teams, notably, most senior women were in functional roles that rarely lead to CEO positions. Approximately 80% of CEOs in 2021 were appointed from line roles with profit and loss responsibility. The Census revealed that women hold just 14% of line roles across the ASX300, "revealing a narrow pipeline of women positioned to progress to CEO roles in the future".

References

Key ESG Topics for 2021 continued



GENDER DIVERSITY

Perennial's Approach

Perennial is a signatory to the 30% Club, which campaigns for at least 30% of women on ASX300 boards. Where possible, we encourage companies to strive for equal gender representation on the board. Both Calix and Fisher & Paykel Healthcare appointed an additional female director to their boards following discussions on gender diversity with the Better Future team. Additionally, following in depth discussions on gender diversity with Kathmandu, the company appointed a female CEO of the Rip Curl business in August 2021 and female Non-executive Director to the board in October 2021.

Given that board gender diversity is typically lower for smaller companies, our small caps team have taken an active approach on engaging with companies on gender diversity. We use engagement with management and board of directors, and proxy voting to encourage companies to appoint well qualified independent female directors.

A key area of focus moving forward is encouraging increased gender diversity in line management roles, having regard to some of the findings from the CEW survey on the underrepresentation of women in executive team line roles.

CYBER SECURITY

In an increasingly data-driven economy, cyber security is a key risk for all companies. According to JP Morgan research, core security spending was approximately US\$68 billion in 2020, with most companies still not implementing enough protective measures to prevent cyber security attacks. Key issues for companies to consider include critical infrastructure and an active defense for data breaches, rather than just detection and response processes.

Perennial's Approach

Cyber security is one area we often engage with companies where it is a key risk, including understanding the proactive measures they have in place to prevent cyber attacks.

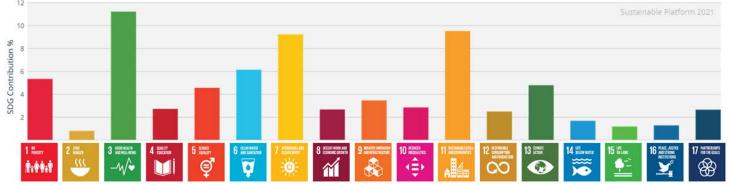
Key ESG Topics for 2021 continued

UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

The United Nations SDGs are a "blueprint to achieve a better and more sustainable future for all" (United Nations 2020). Many companies and investors are considering how they are aligned with the 17 goals. The goals cover themes such as health & well-being, education, diversity & equality and environmental outcomes.

Perennial's Approach

The Better Future Trust uses Australian company Sustainable Platform to measure its contribution to the SDGs. As at 31 August 2021, the Better Future Trust had ~72% contribution, with highest exposure to SDG 1, 3, 6, 7, 11 and 13.



Total Contribution: 72.26%

(equal to 58.66% social impact contribution and 13.6% environmental impact contribution) Source: Data provided by the Sustainable Platform 31 Aug 2021; based on company revenues



There is no doubt that ESG & Sustainability is now a ticket to play for ASX listed companies and investors. As a result, we have experienced a rise in what is known as "greenwashing". It is important to critically analyse and engage with companies to look through the marketing to ensure companies are adequately managing their material ESG risks & opportunities.

Emilie O'Neill Co-Head of ESG and Equity Analyst, Perennial

Engagement

As investors, we seek to engage on ESG and other issues with companies in which we invest, as well as companies within our investment universe that we do not hold, from time to time. The sustainability team is responsible for overall co-ordination and implementation of our ESG engagement policy. We typically meet with companies several times a year. At these meetings, we seek to engage with the company on relevant issues, including issues relating to ESG. Pleasingly, over the last 12 months we have seen an increasing willingness and proactive approach to engagement with corporates on ESG issues. Please see our separate annual Engagement Report for further detail.

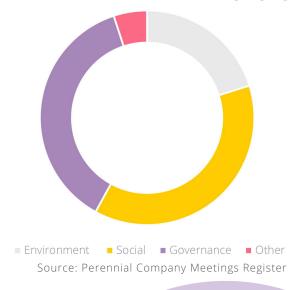


We engage with managers and boards about material ESG risks and opportunities. We did this at

~170

meetings in 2020/21

PERENNIAL'S 12 MONTH COMPANY MEETING
RECORD TO JUNE 2021: DEDICATED ESG
INTERACTIONS



We will also engage with companies on ESG when a specific ESG issue arises or where a broader ESG issue impacts a company. We may also participate in industry or investor collaborative engagement projects from time to time and have joined Climate Action 100+ and Investors and Slavery and Human Trafficking (IAST APAC).

When a company-specific ESG issue arises we will typically seek to engage with company management on the issue. If we have significant unresolved concerns in relation to the issue, we will seek to escalate the issue by one or a combination of the following:

- writing to Company management;
- meeting with the Chairperson or Lead Independent Director; or
- writing a formal letter to the Board of Directors.

If the issue remains unresolved, we will consider voting against relevant resolutions at an AGM or divesting our holding in the company. In engaging with companies, we recognise that the information that may be able to be disclosed to us may be limited due to implications under insider information legislation and we will remain conscious of our obligations in relation to such legislation during the course of any engagement.

Engagement Case Studies

CASE STUDY 1:

Kathmandu and Gender Diversity

Following several in depth discussions with Kathmandu over the last 12-24 months, in regard to improving gender diversity, Kathmandu has increased the representation of women in both executive leadership and corporate governance roles. On the 13th of August 2021, Brooke Farris was appointed Chief Executive Officer of Rip Curl. Additionally, on the 15th of October, Kathmandu announced the appointment of a female Non-Executive Director to the board, Abby Foote, who brings ESG governance experience. Although Kathmandu has not yet reached our board gender diversity targets, we are pleased that they are making progress. They are also progressing in other areas of ESG. The Kathmandu brand is a certified B-Corporation, and they have aspirations for extending this certification across the entire business.

CASE STUDY 2:

Rio Tinto and Juukan Gorge

We extensively engaged with RIO and voted against management at the AGM in relation to their destruction of Juukan Gorge. Rio Tinto hosted an investor briefing on its Community & Social Performance Culture Heritage to demonstrate accountability and reiterate that the destruction of the caves at Juukan Gorge "should never have happened." We were pleased to see that a new Indigenous Advisory Group (IAG) has been formed to progress the ongoing improvement in its relationship with indigenous groups, accompanying a new governance structure to oversee social performance. The 5-8 IAG members will provide input on how to develop industry leading land use agreements with Indigenous groups. The refreshed "three lines of defense" governance structure includes: (1) on the ground operational relationships with traditional owners; (2) the new Communities and Social Performance (CSP) function for internal assessment; and (3) the Group Internal Audit of control effectiveness. The bonus structure will now incorporate both ESG and CSP objectives. While hurdles remain, it is pleasing to see that RIO is taking steps to address these issues.

CASE STUDY 3:

Integral Diagnostics and Carbon Emissions

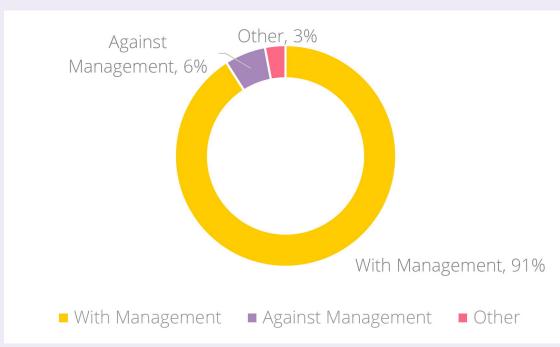
After a number of engagement meetings over the past 12-24 months, including contributing to a consultant review, Integral Diagnostics plans to start reporting Scope 1, 2 and 3 emissions. As a result of this process they are targeting to reduce the use of medical consumable devices which will reduce greenhouse gas emissions and also result in cost savings for the group.

Proxy Voting

This section highlights our key proxy voting highlights for the last 12 months. Please see our annual <u>Engagement Report</u> for further detail.

We publish our semi-annual voting record on the Perennial "ESG & Sustainability" webpage.

PERENNIAL'S FY21 PROXY VOTING RECORD



Source: Perennial Proxy Voting Record FY21

Proxy Voting Case Studies

CASE STUDY 1:

Insurance Company and Setting Targets for Climate Related Risks

At QBE's 2021 AGM held in May, a proposal was put forward by Market Forces and Australian Ethical to establish targets to reduce investment and underwriting exposure to oil and gas assets. The board recommended voting against the proposal. We discussed the proposal with the company to understand more detail around what progress QBE was making on climate change disclosure, targets and risk management. We inquired about the threshold levels and the percent of the portfolio impacted by the targets. On balance, we decided to vote against the board and for the proposal. We acknowledged that QBE had made progress on issues related to climate change, however we did not believe the targets were sufficiently robust to result in meaningful change and would like to see the adoption of more appropriate targets.

CASE STUDY 2:

Blackmores and Gender Diversity

We wrote to Blackmores in early October 2020, prior to the AGM, in regards to improving the gender diversity on the board. At the time of our email, only 1 out of the 5 non executive directors were female (20%). As we strive for at least 30% representation on ASX listed boards, we asked them to appoint additional well qualified female directors prior to the 2021 AGM. On the 23rd of October, Blackmores announced a board renewal with Anne Templeman-Jones stepping up as Chair and appointing additional independent Non-executive Directors. In April 2021 they announced the appointment of an additional two female NEDs, Wendy Stops and Sharon Warburton. Wendy will be Chair of the Blackmores Board Risk and Technology Committee. Sharon will be Chair of Blackmores' Board Audit Committee. They expect to announce the appointment of an additional Non-executive Director in the coming months.

CASE STUDY 3:

BHP on Indigenous Heritage Rights

ACCR put forward a proposal on cultural heritage protection at BHP's 2020 AGM. We initiated a call with the company to discuss their Section 18 approvals and convey our view that adhering to the legal minimum was not acceptable due to its outdated and discriminatory structure. We asked about the Indigenous representation on the Heritage Team and Indigenous Engagement Team and why BHP felt that the proposal would further disempower Indigenous land owners. We also requested that the periodic reviews be publicly disclosed, run independently and have strong Indigenous representation/leadership. Whilst acknowledging the work BHP has done in the space we still voted for the ACCR proposal, against management recommendations, given we wanted to see the empowerment of Indigenous populations and their Native Title rights take on greater importance in BHP's decision making process. Prior to the AGM, the proposal was withdrawn by the proponent after BHP announced that it and the First Nations Heritage Protection Alliance had jointly agreed a path forward to enhance the influence and voice of traditional owners in relation to heritage protection.

Recent ESG Initiatives

We have made substantial progress on our ESG integration and corporate sustainability strategy. We believe that ESG is critical to consider in the investment process and is related to our success as a business. As part of our strategy, Perennial participated in a number of industry initiatives with the purpose to learn from other investors, increase our presence in the ESG space and strengthen our ESG credentials.

EXCLUSIONARY SCREENS

Although the Perennial Better Future Trust has had exclusions and negative screens since inception, during the year the Perennial Smaller Companies Trust, Perennial Microcaps Opportunities Trust, Perennial Australian Shares Trust and the Perennial Concentrated Australian Shares Trust adopted negative screens as outlined in our <u>RI policy</u>:





IAST APAC

Perennial is a founding signatory of Investors Against Slavery & Trafficking ASIA-Pacific (IAST APAC) and on a company working group to identify and take action on modern slavery and human rights issues in their supply chain.

TREE PLANTING

For every direct client to Perennial, as at August 2021, we planted a tree in Australia's 2019-2020 Black Summer bushfire impacted regions. Tree planting helps to restore native habitat vital for local wildlife. We will continue to plant a tree for every new direct client annually.



CARBON NEUTRAL CORPORATE EMISSIONS



Perennial became a carbon neutral company for its corporate green house gas emissions in October 2021 for the 2021 financial year. We carbon offset our flights, use 100% renewable energy, have an organic waste bin, and use carbon neutral printer paper. We use high quality ACCU's to offset our unavoidable emissions. We intend to be Climate Active certified in 2022.

Recent ESG Initiatives Continued

PERENNIAL RESPONSIBLE INVESTMENTS WORKING GROUP

We have an internal Perennial Responsible Investments Working Group which includes representatives across investment teams as well as from our operations and corporate functions. It is engaged in not only improving our approach to responsible investing, but also developing our corporate strategy in relation to ESG, sustainability and responsibility.





CLIMATE ACTION 100+ & WORKING GROUPS

Perennial is a signatory to the Climate Action 100+. CA100+ partners with investors to ensure the worlds largest emitters take the necessary action on climate change. A key goal of the group is for asset owners and managers to collaborate on engagement activities to encourage corporates to:

- Curb emissions
- Improve governance
- Strengthen climate-related financial disclosures

We are on the working groups of Origin Energy (ASX: ORG, South 32 (ASX: S32) and the Oil and Gas Working Group (O&G WG).

30% CLUB

We are signatories to the 30% Club, which has the objective of 30% representation of women on ASX boards. We have engaged with numerous companies to encourage they appoint an additional female directors to the board, in the instance where there was not 30% representation, and we strive for equal representation where possible.





RIAA MEMBERSHIP

We are members of the Responsible Investment Association Australasia (RIAA). RIAA champions responsible investing and a sustainable financial system in Australia and New Zealand. In 2020 and 2021, we were recognised by RIAA as a Responsible Investment Leader. Our Better Future Trust is also certified as a Responsible Investment Product.

Industry Participation

Perennials ESG Team is heavily involved in the sustainable finance industry through education and participation in events. For example, during FY21, Perennial's ESG team:

- **Guest lectured for UNSW course:** Emilie was a guest lecturer for a Responsible Investing course at UNSW for both undergrad and post grad students.
- **UNSW Centre for Social Impact:** Damian was a guest speaker at a session on impact investing at the Centre for Social Impact at the University of New South Wales.
- Shares for Beginners Podcast: Damian presented on Weekend Watchlist, pitching Janison Education.
- MarketLit: Emilie presented on Australia's first Millennial and Gen Z investment conference, to discuss ESG funds, greenwashing and stock examples in the Better Future strategies.
- **ASX Podcast:** Emilie presented on the ASX podcast The Ideas Exchange, to discuss the basics of investing in small caps and ESG.
- Inside Network Conference: Damian presented on the green 'arbitrage' opportunity.
- **Ausbiz:** Emilie presented on financial news program, Ausbiz, regarding our ESG&E scoring system, difference between large and small caps and the different approaches to ESG scoring. Emilie joined an additional time regarding the changes in the last 18 months which have contributed to an increased focus on ESG & Sustainability.
- Equity Mates: Emilie presented on Equity Mates regarding ESG factors on stocks.
- **Mentoring:** Emilie is a mentor for the AIS Female Mentoring Program by the UNSW Alternative Investment Society.

Our Dedicated Better **Future Strategy**

WHAT IS BETTER FUTURE INVESTING?

Better Future Investing is the next generation of ESG investing.

The first generation of ESG investing was focused on minimising the harm associated with the operations of companies. This typically involves using negative screens to exclude stocks that are involved in activities which cause harm, for instance, companies associated with fossil fuels, tobacco, alcohol and pornography. It also sometimes involves choosing the best ESG performers in each industry, also known as a best-in-class approach.

The next generation of ESG investing – Better Future Investing – still seeks to avoid harm. However, it is more focused on investing in companies that are shaping a Better Future.

Better Future Investing is focused on investing in these companies while generating strong returns something which is typically achievable given the strong growth outlooks for the companies involved.

Our Better Future Strategy is available through the following products:



The Perennial Better Future Trust: https://perennial.net.au/our-trusts/better-future/



The elnvest Better Future Fund (ASX: IMPQ): https://einvest.com.au/impq/

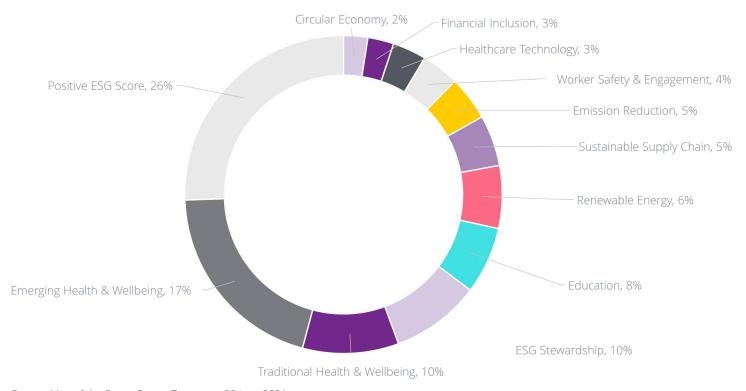
The Perennial Better Future Trust is an actively managed portfolio of mainly smaller and mid-cap listed companies.

We seek to invest in companies shaping a better future, which are in industries such as healthcare, education, renewable energy, low carbon technology, water management, environmental services, and improving social welfare. We also invest in companies that have an Environmental, Social, Governance and Engagement Score ("ESG&E Score") that is better than the benchmark.

The Trust does not invest in companies, that to our knowledge, receive any revenue from the manufacture, distribution or mining of tobacco or alcohol products, weapons or armaments, thermal coal, uranium, oil or gas, gambling, pornography, toxic pesticides, old growth forest logging or the live exportation of animals.

Our Dedicated Better Future Strategy Continued

KEY SUSTAINABLE THEMES



Composition of the Better Future Trust as at 30 June 2021

How is our Better Future Strategy different from other "ethical", "sustainable" or "responsible" funds?

Typically, "ethical", "sustainable" or "responsible" funds will take an existing portfolio and use exclusions or negative screens to remove stocks involved in industries like tobacco, alcohol, thermal coal, mining or weapons. They will often allow a revenue threshold in assessing the exposure of companies in their screen. Whilst our Better Future Strategy includes negative screens to ensure zero revenue exposure to relevant industries by confirming with companies, more importantly, it also:

- seeks to utilise our investment expertise in ASX listed small and mid caps to find interesting companies that are shaping a better future and typically also have interesting growth prospects, often outside Australia. There is typically around 40-50% of the portfolio in these "Better Future Investment" stocks
- does not invest in companies which we consider to have reputation risk, which is a broader concept than the typical narrow negative screen

Better Future Survey 2021

For the last 3 years, Perennial's Better Future team has run a corporate ESG & sustainability survey to take the "ESG Pulse" of ASX listed businesses. Highlights from the 2021 survey provided below:

ESG and Sustainability is set to remain crucially important in the medium term. On a scale of 1 least important, to 10 most important, companies selected ESG & Sustainability as an 8.4 out of 10 on a scale of importance in the next 5 - 10 years.

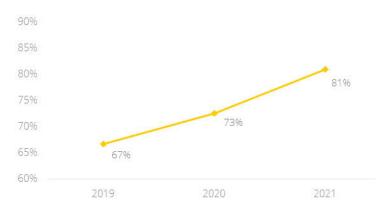
What 3 areas of ESG are becoming more important or material to your business and will be of focus in the next 12 - 18 months?

When asked about the areas of ESG becoming more important to corporates in the next 12 - 18 months, greenhouse gas emissions, including alignment with the Paris Agreement, came in as the number one priority for corporates in for the second year in a row. Diversity moved up as a priority, while modern slavery and cyber security came in equal third.

2019	2020	2021
Diversity	GHG Emissions	GHG Emissions
Safety	Modern Slavery	Diversity
Governance	Safety	Modern Slavery
	Governance	Cyber Security

Does your business strategy specifically reference sustainability and ESG?

81% percent of companies have a business strategy that specifically references ESG / Sustainability, up from 73% in 2020 and 67% in 2019. This is consistent across both large and smaller companies.

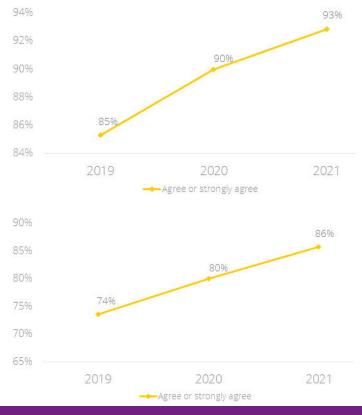


We have experienced positive business outcomes as a result of focusing on sustainability and ESG

ESG and Sustainability isn't just important for investors. 86% agreed that it results in improved business outcomes.

Engaging with investors on sustainability and ESG issues is beneficial to our company

Engaging with investors on ESG issues is becoming increasingly beneficial to respondents.

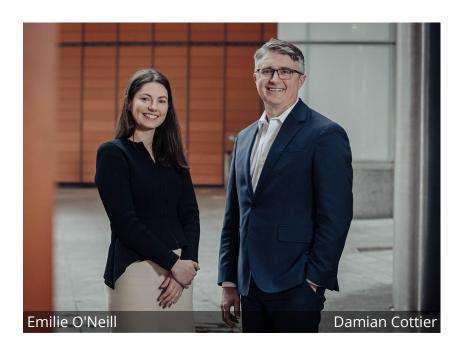


Thank you

Thank you for your interest in how we approach ESG at Perennial. As you can see in this report, Perennial is taking an active approach to integrating ESG and Sustainability into our investment strategies and corporate strategy more broadly.

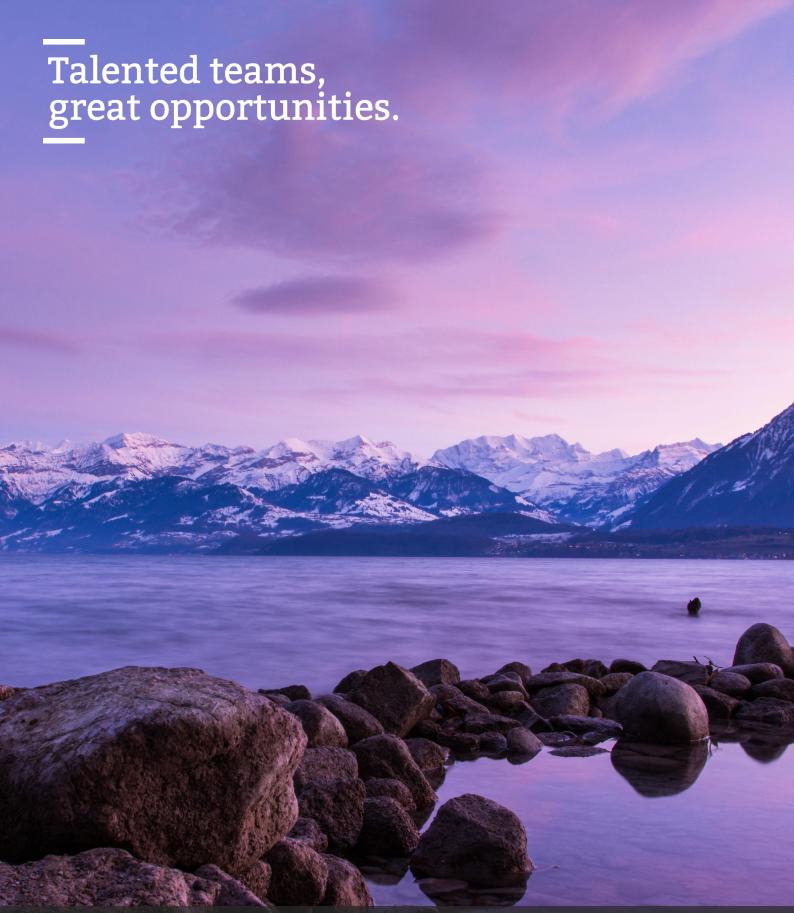
The launch of the dedicated Better Future Strategy provides investors with investments that are helping to shape a better future. Investors can access this via investing in either the Perennial Better Future Trust or via the elnvest Better Future Fund (ASX: IMPQ).

For more information on Perennial's ESG strategy, please visit our ESG and Sustainability webpage at https://perennial.net.au/our-story/corporate-social-responsibility-esg/ or reach out to the team.



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