

Proxy Voting Policy

July 2021

1. INTRODUCTION

Airlie Funds Management (“**Airlie**”) recognises corporate governance is an important part of share ownership and Airlie has a responsibility to act in this regard with the best interest of clients in mind. One way Airlie represents its clients in matters of corporate governance is through the proxy voting process.

This policy sets out Airlie’s approach to proxy voting in the context of portfolio management, client service responsibilities and corporate governance principles.

2. GUIDING PRINCIPLES

The objective of Airlie’s Proxy Voting Policy is to promote the interests of its clients. Airlie considers that proxy voting rights are an important power, which if exercised diligently can enhance client returns, and should be managed with the same care as any other asset managed on behalf of its clients.

At no time will Airlie use the shareholding powers exercised in respect of its clients’ investments to advance its own commercial interests at the expense of clients’ interests, to pursue a social or political cause that is unrelated to clients’ economic interests, or to favour a particular client or other relationship to the detriment of others.

The exercise of proxy voting rights is only one aspect of Airlie’s investment management process. Airlie also participates in and influences corporate decision-making in other ways. For instance, it regularly communicates with the senior management of companies to discuss matters of strategy, performance, governance, remuneration or approach to risk management, and collectively with other investors to ensure companies are aware of concerns.

A primary aim of this Policy is to encourage a culture of performance among investee companies, rather than one of mere conformance with a prescriptive set of rules and constraints.

Airlie’s aim is to review shareholder resolutions of investee companies on a case by case basis. Airlie will elect to exercise its voting rights when it has the authority and when it deems it appropriate to do so.

In exercising its voting discretion, Airlie may take into account the following:

- a. Airlie does not intend to become involved in the day to day management issues of companies, but rather exercises voting rights to ensure that companies act in the best interest of their shareholders;
- b. Airlie will exercise voting rights in appropriate cases in order to improve the corporate governance of investee companies;
- c. the nature of the matter at hand;
- d. the advantage which may result from exercising voting rights including whether it will advance investment objectives;
- e. any institutional client instructions as to exercising voting rights, whether for particular companies or particular issues;
- f. other legal and ethical considerations, such as whether there may be any actual or potential conflict of interest in exercising voting rights; and
- g. possible actions which may be taken instead of, or as well as, exercising voting rights, such as liaising with management, taking steps to initiate shareholder legal action or joining with other shareholders to take collective action or where the collective action will generate significant media interest.

Airlie may receive advice from proxy adviser, Ownership Matters, on proxy voting issues. This advice, along with research undertaken by the Airlie Investment Team, is taken into consideration when forming voting decisions.

Airlie uses its best efforts to vote proxies, however in certain circumstances it may be impractical or not possible to do so. These circumstances include, but are not limited to, the following:

- a. Untimely notice of shareholder meetings;
- b. Markets that require securities to be “blocked” or registered to vote at a company’s meeting.

3. CONFLICTS OF INTEREST

There may be instances where Airlie’s interests conflict, or appear to conflict, with client interests. Airlie’s duty is to vote proxies in the best interests of its clients and in accordance with this policy.

Conflicts of interest or perceived conflicts of interest are reviewed by the Risk and Compliance Team who will provide a voting recommendation that takes into consideration the views of the relevant Portfolio Manager. The purpose of putting in place a separate body to deal with the conflict places the responsibility for how to solve the conflict on another

governance body separate from the Portfolio Manager as this is good governance. The following are possible outcomes in resolving the conflict:

- a. Vote in accordance with the recommendations of a third party research provider; or
- b. Refrain from exercising its proxy voting rights; or
- c. Disclose the conflict to the client and obtain the client's direction to vote the proxies (refer to section 4 below).

4. CLIENT DIRECTIONS

The implementation of Airlie's voting policy is always subject to any directions from its clients.

Some clients will from time to time direct Airlie on specific proxy voting issues, including where Airlie has disclosed a conflict of interest to a client. Airlie will implement that direction to the extent that it is able and subject to the terms of the applicable Investment Management Agreement.

5. PROCEDURES

Airlie's Investment Analysts are responsible for the analysis of proxy proposals and proxy voting recommendations.

All voting recommendations put forward will be reviewed by the Portfolio Manager(s).

Absent a conflict situation as described in part 3 above, in circumstances where Portfolio Managers do not unanimously support the voting recommendation put forward by the Investment Analyst, following consultation with the Investment Analyst, the individual Portfolio Managers will make the final voting decision. This process may (or may not) result in different voting outcomes across different investment strategies depending on the relevant strategy's investment objective or other factors that differentiate it from other strategies.

Upon finalisation of proxy vote elections, votes will be lodged directly via an online portal.

6. REPORTING

Airlie will keep records of its proxy voting activities, directly or through outsourced reporting.

In the case of its institutional clients, and subject to the terms of the relevant Investment Management Agreement, Airlie may be required to report periodically to the client on proxy voting activities for investments owned by the client.

7. PERIODIC REVIEW

This Proxy Voting Policy will be reviewed by the Chief Compliance Officer periodically, but no less than every two years, or whenever significant regulatory change occurs.