



GUARDCAP

Engagement Policy

Introduction

GuardCap Asset Management Limited (“GuardCap”) is a specialist investment company based in London, United Kingdom. An integral part of our investment process is taking responsibility for the stewardship and oversight of securities we manage on behalf of our clients. In order to ensure we have effective and sustainable engagement, this policy details the ways in which GuardCap engages with and monitors investee companies. This policy is reviewed on a regular basis, at least annually, and updated as required.

Engagement

GuardCap undertakes a range of engagement activities and meets with the management of companies at regular intervals as an important component of our investment process. This allows us to challenge companies on their strategy, performance and risk, capital structure and their social/environmental impact. Our investment team would not invest in any company before having had contact with it in advance and meets with companies in our pool of investible companies as part of the team’s ongoing maintenance research.

Monitoring

Our investment managers monitor investee companies on an ongoing basis to assess all aspects of their businesses, including strategy, performance and risk, capital structure and their social/environmental impact. This monitoring takes place on both portfolio companies and those in our pool of investible companies. All of our monitoring and research is done in-house by our investment managers.

Dialogues

The investment team have face-to-face meetings with companies at GuardCap’s offices, travel to meet with companies at their headquarters, visit their operating facilities, attend company conferences, and where possible, participate in all conference calls and investor days offered by the companies in the portfolio or investable universe. These company contacts are a critical part of the analytical process and are conducted for companies along the value chain, including key competitors, suppliers, customers and distributors.

Voting

Proxy voting is an important right of shareholders and reasonable care and diligence must be undertaken to ensure that such rights are exercised in a proper and timely manner. Where GuardCap has discretion to vote the proxies of its clients, then it will vote those proxies in the best interest of its clients and in accordance with these policies and procedures. For clients that do not want proxy voting for their account, and have indicated this in writing, it is GuardCap’s policy to abstain from voting proxies.

Collective Engagement

GuardCap engages with other asset managers through shareholder group forums and other informal groups to discuss proxy-voting decisions and also participate in AGM/EGMs, in line with all applicable rules and regulations.

Conflicts of Interest

Where the investment manager voting the proxy believes that a conflict of interest exists between the interests of GuardCap and its clients, they must defer from voting the proxy and refer the matter promptly to the Compliance Officer. Examples of conflicts may be where the investment manager has a personal interest in the outcome of voting, or if the issuer is a client of GuardCap or has some other relationship with GuardCap or its clients. The Compliance Officer will determine whether a conflict of interest does in fact arise.

If a material conflict exists, GuardCap will determine whether voting in accordance with the voting guidelines and factors described above is in the best interests of the client. Examples of possible conflicts include:

- Voting proxies for all accounts in a certain way to retain or obtain business.
- Significant personal relationship existing between GuardCap and a proponent or beneficiary of a proxy proposal.