



GUARDCAP

GuardCap Proxy Voting Policy

Introduction

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 the Firm has discretion to vote the proxies of its clients, then the Firm 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 the Firm's policy to abstain from voting proxies.

Proxy Voting

All proxies notified to the Firm by its clients' custodians/prime brokers will be referred to the Portfolio Managers who are authorised to vote proxies, where applicable, on behalf of clients. To assist with the proxy voting process, the Firm subscribes to a proxy consulting service and a proxy voting service. The consulting service provides a professional review of all proxies issued by the companies held within our equity portfolio.

The Portfolio Managers, or their delegates, will be provided with the following information:

- The accounts containing the security to which the proxy relates;
- The number of votes each client portfolio controls (reconciling any duplications) and the date by which the Firm must vote the proxy in order to allow enough time for the completed proxy to be returned to the issuer prior to the voting taking place;
- The Portfolio Managers will be responsible for determining whether each proxy is for a "routine" matter or not, as described above and voting accordingly, in accordance with these policies;
- The Portfolio Managers are responsible for identifying any conflicts of interests that may arise in voting the proxy. Please see Section IV below for procedures in case of a conflict of interest arising; and
- The Portfolio Managers are responsible for the actual voting of all proxies in a timely manner.

Absent material conflicts of interest notified by the Portfolio Manager voting the Proxy (see Section IV below), the Portfolio Manager will determine how to vote the proxy, and this decision is communicated to the client custodian to process the vote.

In the event the Firm determines that it should rely on the advice of an independent third party or a committee regarding the voting of a proxy, the Firm will submit the proxy to such third party or committee for a decision. The Portfolio Manager will execute the proxy in accordance with such third party's or committee's decision.

Voting Guidelines

The Firm will vote proxies in the best interest of each client, even if this may result in different voting results for proxies for the same issuer. The Firm will apply the following guidelines in voting proxies:

- For routine housekeeping proposals such as the election of directors where no corporate governance issues are implicated, the reappointment of auditors, or increases or reclassification of common stock, the Firm will generally vote in favour.
- For proposals which limit shareholders' ability to replace management or directors of an issuer, or cause management to be overrepresented on the board, introduces cumulative voting, unequal voting rights and creates supermajority voting, the Firm will generally vote against.

For other proposals, the Firm shall determine whether a proposal is in the best interest of its clients and may take into account the following factors, among others:

- whether the proposal was recommended by management and the Firm's opinion of management;
- whether the proposal acts to entrench existing management;
- whether the proposal fairly compensates management for past and future performance;
- whether the proposal is likely to strengthen the issuer's business franchise and therefore benefit its shareholders over a time frame that is relevant for the Firm's clients' portfolios.

There may be limited circumstances where the Firm will abstain from voting or affirmatively decide not to vote if the Firm determines that abstaining or not voting is in the best interests of the client. In making such a determination, the Firm will consider various factors, including, but not limited to:

- the costs associated with exercising the proxy (*e.g.*, translation or travel costs); and
- any legal restrictions on trading resulting from the exercise of a proxy.

Conflicts of Interest

Where the Portfolio Manager voting the proxy believes that a conflict of interest exists between the interests of the Firm and its clients, such as may exist where for example the Portfolio Manager has a personal interest in the outcome of voting, or if the issuer is a client of the Firm or has some other relationship with the Firm or a client of the Firm, then the Portfolio Manager must defer from voting the proxy and refer the matter promptly to the Compliance Officer who will determine whether a conflict of interest does in fact arise.

If a material conflict exists, the Firm 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 exists between a Firm and a proponent or beneficiary of a proxy proposal.

Disclosure

The Firm will disclose in its legal documents that clients may contact the Portfolio Managers via email or telephone in order to obtain information on how the Firm voted such client's proxies, and to request a copy of these policies and procedures. If a client requests this information, the Compliance Officer will prepare a written response to the client that lists, with respect to each voted proxy that the client has inquired about:

- the name of the issuer;
- the proposal voted upon; and
- how the Firm voted the client's proxy.

Proxy voting summaries are available to each client upon request. Clients may also obtain a copy of the Firm's proxy voting policies and procedures upon request.

Record Keeping

Records will be kept of all proxy voting. These records will contain the following information:

- Name of the security
- Date of voting
- Record of how the proxy was voted and why, and noting any apparent conflicts of interest and how these were handled.

Records will be maintained and preserved at the offices of the Firm for five (5) years from the end of the fiscal year during which the last entry was made on a record. Records of the following will be kept as follows:

- these proxy voting policies and procedures will be included in the Firm's Compliance Manual;
- a copy of each proxy statement that the Firm receives
- a record of each vote that the Firm casts;
- a copy of background documentation (if any) recording the basis for the Firm's decision on how to vote the proposal;
- a copy of each written client request for information on how the Firm voted such client's proxies, and a copy of the written response to any (written or oral) client request for information on how the Firm voted its proxies.

Proxy Voting records available here: <https://www.guardiancapital.com/library?tab=4&sort=date>