



MAPLE-BROWN ABBOTT

INVESTMENT MANAGERS SINCE 1984

PROXY VOTING POLICY

Owner: Chief Investment Officer and ESG Analyst

Maple-Brown Abbott (MBA) has a strong history of incorporating Governance, including proxy voting, into the investment process. This Proxy Voting Policy (policy) outlines our commitment and approach to proxy voting and has been approved by the MBA Board. This policy should be read in conjunction with MBA's Responsible Investment, Engagement and Climate Change Policies, which can be found on our website (www.maple-brownabbott.com.au). Where applicable, the policy relates both to MBA's pooled investment vehicles and separately managed accounts, collectively referred to herein as "Clients", the respective rights of whom are as set out in the Disclosure Documents and Constitution and the Investment Mandate Agreement.

USA Investment Advisers Act of 1940 (Advisers Act)

Rule 206(4)-6 (the Proxy Rule) of the Advisers Act states that it is a fraudulent, deceptive, or manipulative act, practice or course of business within the meaning of section 206(4) of the Act for an investment adviser to exercise voting authority with respect to client securities, unless:

- (i) the adviser has adopted and implemented written policies and procedures that are reasonably designed to ensure that the adviser votes proxies in the best interest of its clients;
- (ii) the adviser describes its proxy voting procedures to its clients and provides copies on request; and
- (iii) the adviser discloses to clients how they may obtain information on how the adviser voted their proxies.

Our Approach

Our approach to proxy voting is aligned with the United Nations-supported Principles of Responsible Investment (PRI) and is designed to optimise our ability to affect outcomes. Specifically, our approach is outlined as follows:

- The respective Heads of Equities are responsible for overseeing the implementation of this policy, while the investment analysts analyse the proxy resolutions and make the voting recommendations. MBA's Operations team co-ordinate the execution of the voting process.
- This policy applies to equities that are directly managed by MBA, which comprise the majority of our funds under management. We believe we have greater ability to implement our Proxy Voting Policy and affect change through this asset class.
- We consider environmental, social and governance (ESG) capabilities, including Proxy Voting Policies, in the appointment and evaluation of external fund managers appointed to manage assets on behalf of MBA.
- Our policy is to comply with the Proxy Rule and act solely in the best interest of the Client when exercising our voting authority. We aim to vote on all proxy resolutions at all shareholder meetings on behalf of Clients we have voting authority for. However, we are not required to vote on all proxy resolutions and there may be times where we believe that refraining from voting a proxy is in the best interests of the Client; for example, where we determine, in the course of fulfilling our fiduciary duties, that the cost to the Client of voting exceeds the expected benefit to the Client.
- We determine how to vote on corporate actions and proxies on a case-by-case basis and will:

- seek to consider all aspects of the vote that could materially affect the value of the issuer or that of the Clients;
- vote in a manner that we believe is consistent with the Client's stated objectives; and
- generally vote in accordance with the recommendation of the issuing company on routine and administrative matters, unless we have a particular reason to vote to the contrary.
- We will "abstain" from any resolution where we are prevented from lodging an "against" vote by regulations in the issuing company's country of domicile, or there is insufficient information on which to make an informed view. It should be noted that certain Clients do not permit us to vote on their behalf and some Clients from time to time direct us on how to vote their shares.
- In all voting instances, we will conduct a reasonable investigation into proxy matters before refraining from voting proxies and consider whether, in refraining, we are fulfilling our duty of care to Clients.
- We will not put our own interests ahead of those of any Client and will resolve any possible conflicts between our interests and those of the Client in favour of the Client. In the event that a potential conflict of interest arises, we will vote on a case-by-case basis and undertake the following analysis:
 - A conflict of interest will be considered material to the extent that it is determined that the conflict has, or could be perceived to have, the potential to influence our decision-making in voting the proxy. Prior to voting, the investment analyst will determine whether a material conflict of interest exists. Where the investment analyst has determined that a material conflict exists, they will advise the Head of Compliance who will subsequently either resolve the conflict or refer the proxy vote to an outside service for its independent consideration. In the case of a separately managed account, the Head of Compliance may determine that the conflict be disclosed to the Client and that the Client's consent be obtained before voting. If it is determined that any such conflict or potential conflict is not material, we may vote the proxy.
- Proxy voting forms are received from the custodians, in whose name the securities are usually registered. Each investment analyst reviews the proxy resolutions and makes voting recommendations. Voting recommendations are made after consideration of all relevant information, which may include consultation with the company for further information. MBA engages proxy advisors Ownership Matters for Australian investments, and ISS for Global Listed Infrastructure and Asian investments for their voting recommendations only. Whilst research may be used to help inform decisions, all voting recommendations are made independently by the investment analyst.
- The guiding principle in reaching a voting decision is what, in our opinion, is in the best interests of our Clients as shareholders. These voting recommendations are then reviewed and approved by the respective Heads of Equities. Where the investment analyst's voting recommendation is counter to the issuing company's or the proxy advisor's recommendation, the investment analyst will provide a written explanation justifying their voting recommendation. An authorised instruction is then given to the custodian or proxy voting platform detailing the action decided upon in respect of each Client. MBA's Operations team co-ordinate the execution of the voting process.
- Generally, for Australian-listed proxy voting, MBA contacts the issuing company prior to voting on resolutions counter to the issuing company's recommendations. For our directly managed internationally-listed proxy voting, when voting counter to the issuing company's recommendation, we endeavour to advise the issuing company of our vote at our next meeting with the issuing company.
- For Australian investments that are subject to the "Two Strikes" legislation, where a portfolio company incurs a "first strike", we regularly engage with the issuing company's management to improve their remuneration policy and practices to reduce the likelihood of a "second strike". We reports on our proxy voting activities to stakeholders through quarterly reporting, marketing presentations, bespoke Client requests, and on our website (www.maple-brownabbott.com.au).
- Under Part 275.204-21 (the Books and Records Rule) of the Advisers Act, , MBA must retain for a period of not less than five years from the end of the fiscal year during which the last entry was made on such record:

¹ Part 275.204-2, Rules and Regulations, Advisers Act.

- (i) our voting policies and procedures; (ii) corporate action and proxy statements received; (iii) records of votes cast; (iv) records of its Client's requests for voting information; and (v) any documents prepared by MBA that were material to deciding on how to vote.
- A record of votes cast for all 'voting' Clients is maintained and collated in our proprietary investment management system by the Operations team.
- The Head of Compliance periodically reviews a sample of the proxy voting records to confirm that proxies are voted according to MBA's policies and records are appropriately maintained.

Use of Proxy Advisory Firms²

- When considering whether to retain any particular proxy advisory firm to provide proxy voting recommendations, we will ascertain, among other things, whether the proxy advisory firm has the capacity and competency to adequately analyse proxy issues. As such, we may consider, among other things: the adequacy and quality of the proxy advisory firm's staffing and personnel; the robustness of its policies and procedures regarding its ability to (i) ensure that its proxy voting recommendations are based on current and accurate information and (ii) identify and address any conflicts of interest and any other considerations we believe are appropriate to considering the nature and quality of the services provided by the proxy advisory firm.
- To comply with the Proxy Voting Rule, we have measures in place to identify and address any potential conflicts of interest relating to the proxy voting advisory firm's analysis and recommendations. For example, we require the proxy advisory firm to update MBA of any business changes we consider to be materially relevant, such as competency and capacity, or changes to conflict policies and procedures. Requests for information may include updates to methodologies, guidelines, and voting recommendations, including, for example, in response to feedback from issuers and shareholders
- Examples of how we typically assess proxy advisory firms include, but are not limited to:
 - Sampling pre-populated votes: Where we utilise a proxy advisory firm for voting recommendations and/or voting execution, we may assess "pre-populated" votes shown on the proxy advisory firm's electronic voting platform before such votes are cast by routinely sampling their pre-populated votes.
 - Consideration of additional information: Where we utilise a proxy advisory firm for voting recommendations, we may consider policies and procedures that provide additional information regarding a particular proposal. This additional information may include an issuer's or a shareholder proponent's subsequently filed additional definitive proxy materials, or other information conveyed by an issuer or shareholder proponent to MBA that would reasonably be expected to affect MBA's voting determination.
 - Undertaking a higher degree of analysis: Where we utilise a proxy advisory firm for either voting recommendations and/or voting execution, with respect to matters where our voting policies and procedures do not address how we should vote on a particular matter, or where a matter is highly contested or controversial, we may decide whether a higher degree of analysis may be necessary or appropriate to assess whether any votes we cast on behalf of our Client are cast in their best interests.

As part of MBA's ongoing compliance program, we will review and document, no less frequently than annually, the adequacy of our voting policies and procedures to ensure that they have been formulated reasonably and implemented effectively, including whether the applicable policies and procedures continue to be reasonably designed to ensure that votes cast on behalf of our Clients are in their best interests.

Registered Investment Companies

MBA serves as sub-adviser to one or more companies regulated under the Investment Company Act 1940 (RICs). Unless otherwise agreed with the RIC's investment adviser, we will not vote

² Proxy Voting Responsibilities FAQ U.S. SEC [Staff Legal Bulletin No. 20 \(IM/CF\)](#), 30 June, 2014

proxies on behalf of a RIC. We will, however, coordinate with a RIC's investment adviser as needed with respect to proxy voting on behalf of the RIC.

Review

This policy is reviewed annually by the Owner.

Approved by the Board of Maple-Brown Abbott Limited on 12 September 2013

Approved on 29 May 2017 by the Audit & Compliance Committee

Last reviewed on 16 July 2019 by Natasha McKean, ESG Analyst

Approved by the Board of Maple-Brown Abbott Limited on 5 December 2019

Last reviewed by Emma Pringle, Head of ESG, and approved by Garth Rossler, CIO, on 10 February 2020