



Proxy Voting Policy

Antipodes Partners Limited

Document control

a. Version control / Revision history

This document has been through the following revisions:

Version	Date of approval	Remarks / Key changes / Reason for update
1	September 2015	Initial Version
1.1	August 2016	Review
1.2	August 2017	Review
1.3	August 2018	Annual Review
1.4	August 2019	Annual Review
1.5	February 2020	Reviewed as part of Governance Framework
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1.7	June 2020	Review
1.8	December 2021	Review
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b. Authorisation

This document requires the following approvals:

Authorisation	Name
Initial version	Board
Revisions	Managing Director

Table of Contents

1.	Scope and application.....	4
2.	Objective.....	4
3.	Stewardship	4
4.	Process overview and procedures	4
5.	Routine proposals	5
6.	Non-routine proposals.....	6
7.	Abstention	6
8.	Corporate governance matters	6
9.	Monitoring companies.....	7
10.	Conflicts of interest	7
11.	Class actions	7
12.	Record Keeping requirements.....	8

1. Scope and application

This document applies to all portfolios where Antipodes acts as investment manager and/or provides investment management services under a mandate and has been delegated voting responsibilities.

This Policy applies to investments in publicly listed or quoted Australian and international securities with voting rights attached and where Antipodes has the ability and authority to vote.

This policy has been developed in line with the Financial Services Council ("FSC") principles as set out in the FSC Standard No. 13: Voting Policy, Voting Record and Disclosure.

This policy applies to all relevant employees of Antipodes involved in the proxy voting process. A copy of this Proxy Voting Policy is available on our website and will be provided to clients upon request.

2. Objective

Antipodes understands that Asset Managers play a key role as the stewards of significant amounts of capital on behalf of their clients and have a role in improving and upholding the governance of entities and markets in which they invest. Antipodes endeavours to undertake voting in the client's best interests to meet the Manager's fiduciary responsibilities.

3. Stewardship

This section of the Proxy Voting Policy should be read in conjunction with Antipodes' Engagement and Responsible Investment Policies.

Constructive corporate engagement and proxy voting are the fundamental tools of responsible investment. Asset owners and their investment managers are uniquely able to influence change in listed companies via their shareholdings. Furthermore, engagement improves decision making through both risk-mitigation as well as providing us with a deeper and different perspective on how the company operates which we believe will improve stakeholder outcomes.

At Antipodes, engagement is an integral component of the investment process. Antipodes will constructively engage with candidate and investee companies where relevant. Where a company's current performance is not reflective of its long-term potential or its strategy does not encompass appropriate risk management, engagement will be undertaken with the aim of effecting positive change. If engagement proves futile, we may look to avoid or divest.

The methods of engagement employed may include:

- Meetings with management or Board members;
- Phone or video calls;
- Emails;
- Letters; and
- Voting.

4. Process overview and procedures

- a) To assist in its decision making, Antipodes has engaged a third-party proxy voting adviser (Institutional Shareholder Services) to provide independent analysis and voting

recommendations. Proposed resolutions with explanatory notes are sent to Antipodes by the proxy voting adviser.

- b) Each proposal is considered independently. Rationale must be provided by the investment team if a decision is made to vote against the recommendation of the proxy voting adviser or the company.
 - i. For routine proposals the default is to vote in line with the recommendation of the proxy voting adviser unless there is specific rationale provided by the investment team. A member of the investment team nominated by the CIO (typically a Senior Investment & ESG Analyst role holder), will review and approve any voting recommendations that differ from the recommendation of the proxy advisor or the company.
 - ii. For non-routine proposals, voting recommendations are approved by the CIO or, in their absence, a member of the portfolio management team nominated by the CIO.
- c) In arriving at a decision on how to vote, Antipodes seeks that:
 - i. any resolution should treat shareholders equally;
 - ii. proxy requests will be voted in a manner that is deemed most likely to protect and enhance the long-term value of the security as an asset to the portfolio;
 - iii. any material conflicts of interest are to be addressed appropriately; and
 - iv. resolutions should be individual and clearly stated.
- d) Antipodes may raise issues with company management prior to lodging its vote to resolve issues.
- e) Votes are submitted via an online proxy voting system.
- f) If a segregated account client specifically directs Antipodes in the way a proxy should be voted, Antipodes will use its best endeavours to implement the direction. In the absence of any specific direction from a client, Antipodes will exercise or not exercise its right to vote as it sees fit, having regard to any general directions within relevant investment management agreements and taking into consideration the following in relation to investee companies: material conflicts of interest; strategy; performance; risk; capital structure; environmental considerations; social issues and corporate governance (including culture, diversity and remuneration).
- g) As a matter of course Antipodes may engage with other shareholders in companies that we invest to discuss voting matters. Notwithstanding this, voting decisions will be made independently and in the best interest of our clients as shareholders taking all available information into account.
- h) Antipodes would not enter into any agreement, whether actual or implied, to form a voting block or to act in concert.

5. Routine proposals

Routine proposals are those which do not affect the structure, by-laws or operations of the corporation to the detriment of shareholders. Given the routine nature of these proposals, proxies will normally be voted in line with the proxy adviser's recommendation. Routine proposals include, but are not limited to:

- Approval of independent auditors;
- Name changes;

- Election of directors (subject to competency, independence and limited number of board positions); and
- Coupling executive compensation with financial performance.

6. Non-routine proposals

Issues in this category are more likely to increase risk and potentially have a greater impact on shareholder value. Antipodes' main concern is to protect the value of its clients' investments. With this objective in mind non-routine resolutions are carefully considered on a case-by-case basis and voting recommendations are approved by the CIO, or in their absence, a member of the portfolio management team nominated by the CIO. These types of resolutions may include, but are not limited to:

- Complex or potentially excessive compensation items;
- Select sustainability matters;
- Mergers and acquisitions;
- Restructuring; and
- Corporate governance matters.

7. Abstention

Votes are generally cast either for or against the ballot items presented. If unusual or controversial issues are presented that are not covered by the general proxy voting policies described above, or if circumstances exist which suggest that it may be appropriate to vote against a general proxy voting policy, the investment team shall determine the manner of voting the proxy in question. This may include abstention. Circumstances under which Antipodes may abstain include:

- Bundled proposals – we may oppose or abstain on proposals where disparate issues are “bundled” and presented for a single vote
- Inadequate information – we may oppose or abstain from a vote on matters for which disclosure is inadequate
- Slate nominees – we may oppose or abstain from a vote where we are not given the opportunity to vote on individual nominees, or where opposing slates are presented and the vote for one results in the automatic opposition or abstention from the other(s).

It's worth noting that many countries have “proxy blocking” regulations, which prohibit the sale of shares from the date that the vote is filed until the shareholder meeting. A Fund or mandate would be unable to sell its shares if a negative news event occurred during this time, thus harming the investors. The Manager reserves the right to decline to vote proxies for stocks affected by proxy blocking regulations.

8. Corporate governance matters

Antipodes will generally vote against any management proposals that have the effect of restricting the full potential of its clients' investments. These would include but are not limited to:

- Excessive senior executive and non-executive management remuneration;
- Golden handshakes;
- Special interest representation on the board;

- “Over-boarding” of board members;
- Executive share and option schemes that do not reflect:
 - v. the responsibilities of the executive;
 - vi. comparability to market practice;
 - vii. appropriate performance hurdle benchmarks; or
 - viii. appropriate disclosure;
- Unequal voting rights; and
- Takeover protection – e.g., poison pills – generally involves issuing preferred stock purchase rights or warrants unilaterally declared as a dividend without shareholder participation or approval. Poison pills can be used to insulate existing management against competitive bids.

9. Monitoring companies

This section of the Proxy Voting Policy should be read in conjunction with the Responsible Investment Policy.

Throughout the life of an investment, Antipodes’ investment team continuously monitor each investee company through independent research, quantitative analysis, proxy voting advice, our in-depth knowledge and our proprietary screening tools.

Companies held within Antipodes’ portfolios are monitored on both their qualitative and quantitative attributes, their current and long-term business objectives and risks. Companies are also monitored based on their environmental, social and governance ratings (as measured by external specialists), standards and approaches.

10. Conflicts of interest

This section of the Proxy Voting Policy should be read in conjunction with Antipodes’ Conflicts of Interest Policy.

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

If an employee of Antipodes detects a material conflict of interest in connection with voting on the resolutions, then the employee should escalate the matter to the CIO and Pinnacle Risk & Compliance to determine the steps to manage the conflict or potential conflict if required. Possible resolutions may include:

- Vote in accordance with the recommendations of a third-party research provider; or
- Refrain from exercising its proxy voting rights; or
- Disclose the conflict to the client and obtain the client’s direction to vote the proxies.

11. Class actions

Antipodes does not direct clients’ participation in class actions. The CIO will determine whether to return any documentation inadvertently received regarding clients’ participation in class actions to the sender, or to forward such information to the appropriate clients.

12. Record keeping requirements

All voting records are kept in line with our Document Retention Policy. Voting records are kept securely in the online ISS voting portal. Voting in relation to our Australian pooled funds is published on our website. Mandate clients may request voting records in relation to their mandate.