Sands Capital Management, LLC

Proxy Voting Policy and Procedures

Most Recent Amendment: March 2020
Implementation Date: November 2006

Issue

Rule 206(4)-6 under the Advisers Act requires registered investment advisers to adopt and implement written policies and procedures reasonably designed to ensure advisers vote proxies in the best interest of their clients. The procedures must address material conflicts that may arise in connection with proxy voting. Rule 206(4)-6 further requires advisers to describe to clients their proxy voting policies and procedures and to provide copies of such policies and procedures to clients upon their request. Lastly, the Rule requires advisers to disclose how clients may obtain information on how the adviser voted their proxies.

To comply with Rule 206(4)-6, Sands Capital Management, LLC ("*SCM*") has adopted and implemented this Policy and the procedures described herein.

Policy

SCM's policy is to vote client proxies in the best interest of its clients. Proxies are an asset of a client, which must be treated by SCM with the same care, diligence and loyalty as any asset belonging to a client. In voting proxies SCM should consider the short- and long-term implications of each proposal. In voting proxies, SCM typically is neither an activist in corporate governance nor an automatic supporter of management. However, because SCM believes that the management teams of most companies it invests in generally seek to serve shareholder interests, SCM believes that voting proxy proposals in the client's best economic interests usually means voting with the recommendations of these management teams. Any specific voting instructions provided by an advisory client or its designated agent in writing will supersede this Policy. Clients with their own general or specific proxy voting and governance policies may wish to have their proxies voted by an independent third party or other named fiduciary or agent, at the client's expense.

Proxy Committee

SCM has established a Proxy Committee, which consists of five permanent members: the Chief Administrative Officer ("*CAO*"), the Chief Compliance Officer ("*CCO*"), a Director of Client Relations, the Director of ESG Research, and a member of the Directing Research Team (the "*DRT*"). The Proxy Committee meets at least annually, and as necessary to fulfill its responsibilities. A majority of the members of the Proxy Committee constitutes a quorum for the transaction of business. The CAO or designee acts as secretary of the Proxy Committee and maintains a record of Proxy Committee meetings and actions.

The Proxy Committee is responsible for: (i) the oversight and administration of proxy voting on behalf of SCM's clients, including developing, authorizing, implementing and updating this Policy and the procedures described herein; (ii) overseeing the proxy voting process, including reviewing reports on proxy voting activity at least annually, and as necessary, to fulfill its responsibilities; and (iii) engaging and overseeing third-party service provider(s), as necessary or appropriate, to ensure SCM receives the applicable proxy statements or to provide SCM information, research or other services to facilitate SCM's proxy voting decisions.

The Proxy Committee has developed a set of criteria to be used when evaluating proxy issues. These criteria and general proxy voting guidelines are set forth in the Proxy Voting Guidelines, which are attached hereto as *Attachment A* (the "*Guidelines*"). The Proxy Committee may amend or supplement the Guidelines from time to time. All Guidelines are to be applied generally and not absolutely, such that the evaluation of each proposal incorporates considerations specific to the company whose proxy is being voted.

Retention and Oversight of Proxy Advisory Firms

Institutional Shareholder Service (ISS), Glass Lewis, and Stakeholders Empowerment Services (SES) ("*Proxy Research Providers*") re independent advisers that specialize in providing a variety of fiduciary-level proxy-related services to institutional investment managers, plan sponsors, custodians, consultants, and other institutional investors. The services provided may include in-depth research, global issuer analysis and voting recommendations. SCM has retained Proxy Research Providers to analyze proxy issues and to make vote recommendations on those issues. While we review the recommendations of one or more Proxy Research Providers in making proxy voting decisions, we are in no way obligated to follow such recommendations. SCM votes all proxies based on its own proxy voting policies in the best interests of clients. In addition to research, ISS provides vote execution, reporting, and recordkeeping services to SCM. As part of SCM's ongoing oversight responsibilities, SCM performs periodic due diligence on the Proxy Research Providers.

Procedures for Identification and Voting of Proxies

The following procedures are designed to resolve material conflicts of interest before voting client proxies.

1. SCM maintains a list of all clients for which it votes proxies. The list may be maintained either in hard copy or electronically, and is updated by the Investment Operations Team, which obtains proxy voting information from client agreements or internal account onboarding documentation.
2. As part of the account opening procedure, the Investment Operations Team will note whether or not SCM is responsible for voting proxies for the client.
3. Where SCM has the authority to vote proxies, the Investment Operations and Client Relations Teams will work with the client to ensure that SCM is designated to receive proxy voting materials from companies or intermediaries.
4. SCM has retained one or more third parties to assist in the coordination, voting and recordkeeping of proxies (see Retention and Oversight of Proxy Advisory Firms).
5. The CAO, through a proxy voting designee working as a proxy administrator, receives all proxy voting materials and has overall responsibility for ensuring that proxies are voted and submitted in a timely manner.
6. SCM's Investment Research Team (the "*Research Team*") is responsible for reviewing proxy proposals for portfolio securities. Prior to a proxy voting deadline, the appropriate Research Team member will decide as how to vote each proxy proposal based on his or her analysis of the proposal and the Guidelines. In evaluating a proxy proposal, a Research Team member may consider information from a number of sources, including management of the company, shareholder groups and independent proxy research services.

7. If the Research Team or Proxy Administrator becomes aware of potential factual errors, incompleteness or methodological weaknesses in the Proxy Research Providers analysis, they must escalate this issue to the CAO or CCO.
8. SCM believes that engagement with issuers is important to good corporate governance and to assist in making proxy voting decisions. SCM may engage with issuers to discuss specific ballot items to be voted on in advance of an annual or special meeting to obtain further information or clarification on the proposals. SCM may also engage with management on a range of environmental, social or corporate governance issues throughout the year.
9. SCM Staff Members involved in the process are responsible for assessing whether there is any material conflict between the interests of SCM or its affiliates or associates and the interests of its clients with respect to proxy voting by considering the situations identified in the *Conflicts of Interest* section of this Policy.
10. If no material conflicts of interest have been identified, SCM will vote proxies according to this Policy (including by not voting if SCM deems that to be in its clients' best interest).
11. Upon detection of a conflict of interest, the conflict will be brought to the attention of the Proxy Committee for resolution. See *Conflicts of Interest* section for additional information.
12. SCM is not required to vote every client proxy provided that electing not to vote is consistent with SCM's fiduciary obligations. SCM shall at no time ignore or neglect its proxy voting responsibilities. However, there may be times when refraining from voting is in the client's best interest, such as when an analysis of a particular client proxy reveals that the cost of voting the proxy may exceed the expected benefit to the client. See *Proxies of Certain Global Issuers* below.
13. SCM may process certain proxies without voting them or may systematically vote with management. Examples include, without limitation, proxies issued by companies SCM has decided to sell, proxies issued for securities that SCM did not select for a client portfolio, such as, securities that were selected by a previous adviser, unsupervised or non-managed securities held in a client's account (such as ETFs), money market securities, or other securities selected by clients or their representatives other than SCM.
14. In the event that SCM votes the same proxy in two directions, it shall maintain documentation to support its voting (this may occur if a client requires SCM to vote a certain way on an issue, while SCM deems it beneficial to vote in the opposite direction for its other clients) in SCM's files.
15. The CAO and the applicable Research Team member must report any attempts by SCM's personnel to influence the voting of client proxies in a manner that is inconsistent with this Policy, as well as any attempts by persons or entities outside SCM seeking to influence the voting of client proxies. Reporting shall be made to the CCO, or if the CCO is the person attempting to influence the voting, then to SCM's General Counsel.
16. All proxy votes will be recorded, and the following information must be maintained:
    - The name of the issuer of the portfolio security;
    - The security identifier of the portfolio holding.
    - The Council on Uniform Securities Identification Procedures ("*CUSIP*") or similar number, in each case, if any, for the security;
    - The shareholder meeting date;
    - The number of shares SCM is voting firm-wide;
    - A brief identification of the matter voted on;
    - Whether the matter was proposed by the issuer or by a security holder;
    - Whether or not SCM cast its vote on the matter;

- How SCM voted (e.g., for or against proposal, or abstain; for or withhold regarding election of directors);
- Whether SCM cast its vote with or against management; and

Whether any client requested an alternative vote of its proxy.

Securities Lending

If a client participates in a securities lending program, SCM will not be able to vote the proxy of the shares out on loan. SCM will generally not seek to recall for voting the client shares on loan. However, under rare circumstances, for voting issues that may have a particularly significant impact on the investment (a "*Significant Event*"), SCM may request a client to recall securities that are on loan if SCM determines that the benefit of voting outweighs the costs and lost revenue to the client and the administrative burden of retrieving the securities. The Research Team member who is responsible for voting the proxy will notify the Proxy Committee in the event they believe a recall of loaned securities is necessary.

In determining whether a recall of a security is warranted, SCM will take into consideration whether the benefit of the vote would be in the client's best interest despite the costs and the lost revenue to the client and the administrative burden of retrieving the securities. SCM may use third-party service providers to assist it in identifying and evaluating whether an event constitutes a Significant Event. From time to time, the Proxy Committee will deem certain matters to be Significant Events and will adjust the foregoing standard accordingly.

Proxies of Issuers in Certain Countries

It is SCM's policy to seek to vote all proxies for client securities over which it has proxy voting authority where SCM can reasonably determine that voting such proxies will be in the best interest of its clients.

Voting proxies of issuers in certain countries may give rise to a number of administrative or operational issues that may cause SCM to determine that voting such proxies are not in the best interest of its clients or that it is not reasonably possible to determine whether voting such proxies will be in the best interests of its clients. While not exhaustive, the following list of considerations highlights some potential instances in which a proxy vote might not be entered.

- SCM may receive meeting notices without enough time to fully consider the proxy or after the cut-off date for voting.

- A market may require SCM to provide local agents with a power of attorney or consularization prior to implementing SCM's voting instructions.

- Proxy materials may not be available in English.

- SCM may be unable to enter an informed vote in certain circumstances due to the lack of information provided in the proxy statement or by the issuer or other resolution sponsor.

- Proxy voting in certain countries may require "share blocking." In such cases, shareholders wishing to vote their proxies must deposit their shares shortly before the date of the meeting with a designated depositary. During this blocking period, shares that will be voted at the meeting cannot be sold until the meeting has taken place and the shares are returned to the clients' custodian banks. Absent compelling reasons to the contrary, SCM believes that the benefit to the client of exercising the vote is outweighed by the cost of voting (i.e., not being able to sell the shares during this period). Accordingly, if share blocking is required SCM generally elects not to vote those shares. The applicable Research Team member in conjunction with the Proxy Committee retains the final authority to determine whether to block the shares in the client's portfolio or to pass on voting the meeting.

The rationale for not voting a client proxy must be documented and the documentation must be maintained in SCM's files.

Conflicts of Interest

The following potential conflicts of interest have been identified:

- SCM provides services to an institutional client or is in the process of being engaged to provide services to an institutional client that is affiliated with an issuer that is held in the SCM's client portfolios. For example, SCM may be retained to manage Company A's pension fund, where Company A is a public company and SCM's client accounts hold shares of Company A. Another example is SCM's clients may hold an investment in an issuer affiliated with an adviser of a fund vehicle sub-advised by SCM.

- SCM provides services to an individual, or is in the process of being engaged to provide services to an individual, who is an officer or director of an issuer that is held in SCM's client portfolios;
- A Staff Member maintains a personal or business relationship (not an advisery relationship) with issuers or individuals that serve as officers or directors of issuers. For example, the spouse of a Staff Member may be a high-level executive of an issuer that is held in SCM's client portfolios. The spouse could attempt to influence SCM to vote in favor of management; and
- SCM or a Staff Member personally owns a significant number of an issuer's securities that are also held in SCM's client portfolios. The Staff Member may seek to vote proxies in a different direction for his or her personal holdings than would otherwise be warranted by this Policy. The Staff Member could oppose voting the proxies according to the policy and successfully influence SCM to vote proxies in contradiction to this Policy.

- The issuer is a vendor whose products or services are material or significant to the business of to the business of SCM or its affiliates.

Due to the difficulty of predicting and identifying all material conflicts, Staff Members are responsible for notifying the CAO or the CCO of any material conflict that may impair SCM's ability to vote proxies in an objective manner. Upon such notification, the CAO or the CCO will notify the Proxy Committee of the conflict.

In the event that the Proxy Committee determines that SCM has a conflict of interest with respect to a proxy proposal, the Proxy Committee will also determine whether the conflict is "material" to that proposal. The Proxy Committee may determine on a case-by-case basis that a particular proposal does not involve a material conflict of interest. To make this determination, the Proxy Committee must conclude that the proposal is not directly related to SCM's conflict with the issuer. If the Proxy Committee determines that a conflict is not material, then SCM may vote the proxy in accordance with the recommendation of the relevant Research Team member.

In the event that the Proxy Committee determines that SCM has a material conflict of interest with respect to a proxy proposal, SCM will vote on the proposal in accordance with the determination of the Proxy Committee. Prior to voting on the proposal, SCM may: (i) contact an independent third party (such as another plan fiduciary) to recommend how to vote on the proposal and vote in accordance with the recommendation of such third party (or have the third party vote such proxy); or (ii) with respect to clients that are not subject to ERISA, fully disclose the nature of the conflict to the client and obtain the client's consent as to how SCM will vote on the proposal (or otherwise obtain instructions from the client as to how to vote the proxy).

Recordkeeping

SCM must maintain the documentation described in the following section for a period of not less than five years in an easily accessible place, the first two years at its principal place of business. The CAO will be responsible for the following procedures and for ensuring that the required documentation is retained.

Outside third party request to review proxy votes:

- Staff Members must be thoughtful and cautious in sharing how SCM plans to vote its clients' proxies. Until the vote has been cast and the relevant shareholder meeting has transpired, SCM generally treats information about SCM's voting as confidential. Staff Members may not disclose SCM's vote prior to the meeting or commit to any third party to vote a certain way without the prior consent of the CCO or General Counsel. Notwithstanding the previous sentence, Staff Members are permitted to prudently express SCM's thoughts or opinions on topics in discussions with the relevant companies, advisors (3rd party research providers), and other shareholders prior to voting as a part of SCM's ongoing education and engagement.
- Once the vote has been cast and the relevant shareholder meeting has transpired, analysts can choose to share how SCM voted with the relevant company or other shareholders, if necessary, as part of SCM's ongoing engagement with management and the company's shareholder base.
- All disclosures of votes in response to requests for vote information not originating from the company must be approved by the CAO prior to the disclosure of the vote. All written requests must be retained in the permanent file. The CAO or designee will record the identity of the outside third party, the date of the request, and the disposition (e.g., provided a written or oral response to client's request, referred to third party, not a proxy voting client, other dispositions, etc.) in a suitable place.
- As is consistent with SCM's Advertising and Marketing Policy, all Staff Members must refer inquiries from the press to the Director, Portfolio Analysis and Communications.

Proxy statements received regarding client securities:

- Proxy statements must be maintained in accordance with this Policy.

  Note: SCM is permitted to rely on proxy statements filed on the SEC's EDGAR system instead of keeping its own copies.

Proxy voting records:

- Documents prepared or created by SCM that were material to deciding on how to vote, or that memorialized the basis for the decision, must be maintained in accordance with this Policy.
- Documentation or notes or any communications received from third parties, other industry analysts, third-party service providers, company's management discussions, etc. that were material in the basis for the decision, must be maintained in accordance with this Policy.
- Clients may request their proxy voting record for the 5-year period prior to their request. Records prior to that 5-year request will be provided on a best efforts basis.

Disclosure

SCM will ensure that Part 2A of Form ADV is updated as necessary to reflect: (i) all material changes to this Policy and the procedures described herein; and (ii) information about how clients may obtain information on how SCM voted their securities. In addition, certain voting records are available on SCM's website at www.sandscapital.com.

Procedures for SCM's Receipt of Class Actions

SCM will not file "Class Actions" on behalf of any client. If "Class Action" documents are received by SCM from a client's custodian, SCM will make a commercially reasonable best effort to forward the documents to the client. Likewise, if "Class Action" documents are received by SCM from a client, SCM will make a commercially reasonable effort to gather, at the client's request, any requisite information it has regarding the matter and forward it to the client, to enable the client to file the "Class Action."

Responsibility

The CAO is responsible for overseeing and implementing this Policy.

Attachment A

PROXY VOTING GUIDELINES

The majority of votes presented to shareholders are proposals made by management, which have been approved and recommended by its board of directors. One of the primary factors SCM considers when determining the desirability of investing in a particular company is the quality and depth of its management. Accordingly, SCM believes that the recommendation of management on any issue should be given substantial weight in determining how proxy issues are resolved. For routine matters (e.g., those matters that are not expected to measurably change the structure, management, control or operation of the company and are consistent with customary industry standards and practices, and the laws of the state of incorporation of the applicable company), SCM will vote in accordance with the recommendation of management, unless, in SCM's opinion, such recommendation is not conducive to long term value creation or otherwise in the best interest of its clients. Non-routine matters (e.g., those matters relating to directors' liability and indemnity proposals; executive compensation plans; mergers, acquisitions, and other restructurings submitted to a shareholder vote; anti-takeover and related provisions; and shareholder proposals) require company-specific and a **case-by-case** review and analysis. With respect to matters that do not fit in the categories stated below, SCM will exercise its best judgment as a fiduciary to vote in accordance with the best interest of its clients.

I. The Board of Directors

A. Voting on Director Nominees in Uncontested Elections

These votes are made on a **case-by-case** basis, and SCM may consider the following:

- Long-term performance record relative to a market index;
- Composition of board (e.g., diversity and independence) and key board committees;
- Attendance at board and committee meetings;
- Corporate governance provisions and takeover activity;
- Board decisions regarding executive pay; and
- Director compensation.

B. Director and Officer Indemnification and Liability Protection

These votes are evaluated on a **case-by-case** basis.

C. Voting for Director Nominees in Contest Elections

These are evaluated on a **case-by-case** basis, and SCM may consider the following:

- Long-term performance relative to its industry;
- Management's track record;
- Background to the proxy contest;
- Qualifications of director nominees (both slates);
- Evaluation of what each side is offering shareholders and the likelihood that the proposed objectives and goals can be met; and
- Stock ownership positions.

D. Size of the Board

Proposals to limit the size of the Board will be evaluated on a **case-by-case** basis.

E. Majority Vote for Director Elections

SCM will evaluate, on a **case-by-case** basis, proposals asking the Board to initiate the process to provide that director nominees be elected by the affirmative majority of votes cast at an annual meeting of shareholders. Resolutions should specify a carve-out for a plurality vote standard when there are more nominees than board seats.

F. Require Independent Board Chairman

SCM will evaluate, on a **case-by-case** basis, as to whether the role of board chair should be a separate position. Secondary considerations include the role of the board's Lead Independent Director and the board's overall composition.

II. Auditors

Ratifying Auditors

SCM generally votes for proposals to ratify auditors, unless:

- an auditor is not independent (i.e., it has a financial interest in or association with the company);
- there is reason to believe the auditor's opinion is not accurate or indicative of the company's financial position;
- poor accounting practices are identified that rise to a level of serious concern, such as: fraud; misapplication of GAAP; or material weaknesses in internal controls;
- Evidence that the committee approved an inappropriate indemnification agreement with the auditor; or
- Non-audit fees are excessive in relation to audit-related fees without adequate explanation.

III. Proxy Contest Defenses

A. Cumulative Voting

Proposals on cumulative voting are voted on a **case-by-case** basis. SCM may consider the following, among other, factors:

- the ability of significant stockholders to elect a director of their choosing;
- the ability of minority shareholders to concentrate their support in favor of a director or directors of their choosing; and
- the potential to limit the ability of directors to work for all shareholders.

B. Proxy Contests

Votes on proxy contests are made on a **case-by-case** basis considering the long-term financial performance of the company relative to its industry, management's track record, the qualifications of the shareholder's nominees, and other factors.

C. Proxy Solicitation Expenses

Decisions to provide full reimbursement for dissidents waging a proxy contest are made on a **case-by-case** basis.

D. Proxy Access

Shareholder proposals to provide shareholders proxy access are voted on a **case-by-case** basis taking into account, among other factors:

- Company-specific factors; and
- Proposal-specific factors including:
  - the ownership thresholds proposed in the resolutions;
  - the maximum proportion of directors that shareholders may nominate each year; and
  - the method of determining which nominations should appear on the ballot if multiple shareholders submit nominations.

IV. Anti-Takeover Issues

SCM conducts an independent review of each anti-takeover proposal. SCM may vote with management when it concludes that the proposal is not onerous and would not harm clients' interests as shareholders. Anti-takeover issues include the following:

A. Poison Pills

The "poison pill" entitles shareholders to purchase certain securities at discount prices in the event of a change in corporate control. Such a measure would make a potential takeover prohibitively expensive to the acquirer.

SCM votes on a **case-by-case** basis for management proposals to ratify a poison pill.

B. Fair Price Provisions

Fair price provisions attempt to ensure approximately equal treatment for all shareholders in the event of a takeover. SCM may consider, among other factors:

- the vote required to approve the proposed acquisition;
- the vote required to repeal the fair price provision;
- the mechanism for determining fair price; and
- whether these provisions are bundled with other anti-takeover measures (e.g., supermajority voting requirements) that may entrench management and discourage attractive tender offers.

Fair price proposals are voted on a **case-by-case** basis.

C. Greenmail

Greenmail payments are targeted share repurchases by management of company stock from individuals or groups seeking control of the company. Since only the hostile party receives payment, usually at a substantial premium over the market value of its shares, the practice discriminates against all other shareholders.

Proposals to adopt anti-greenmail charter or bylaw amendments or otherwise restrict a company's ability to make greenmail payments are voted on a **case-by-case** basis.

D. Superstock/Duel-class Equity

Another takeover defense is superstock, i.e., shares that give holders disproportionate voting rights. For example, a company could propose authorizing a class of preferred stock which "could be issued in a private placement with one or more institutional investors" and "could be designated as having voting rights which might dilute or limit the present voting rights of the holders of common stock…." The purpose of this additional class of stock would be to give insiders an edge in fending off an unsolicited or hostile takeover attempt.

SCM votes on a **case-by-case** basis for proposals that would authorize the creation/removal of new classes of "superstock."

E. Supermajority Rules

Supermajority provisions require approval by holders of minimum amounts of the common shares (usually 75% to 80%). While applied mainly to merger bids, supermajority rules also may be extended to cover substantive transfers of corporate assets, liquidations, reverse splits and removal of directors for reasons other than cause. A supermajority provision would make it nearly impossible in some cases for shareholders to benefit from a takeover attempt.

Supermajority shareholder vote requirements to approve mergers, amend the charter or bylaws are voted on a **case-by-case** basis.

F. Board Classification

A "classified" or "staggered" board is a structure in which only a portion of a company's board of directors (typically one-third) is elected each year. A company may employ such a structure to promote continuity of leadership and thwart takeover attempts. In evaluating a classified board proposal, SCM may consider the following factors, among others:

- the company's long-term strategic plan;
- the extent to which continuity of leadership is necessary to advance that plan; and
- the need to guard against takeover attempts.

SCM votes on board classification on a **case-by-case** basis.

V. Miscellaneous Governance Provision

A. Approval of Financial Statements

In some markets, companies are required to submit their financial statements for shareholder approval. Approval of financial statements is voted on a **case-by-case** basis. However, SCM may abstain if the information is not available in advance of the meeting.

B. Adopting or Amending the Charter, Bylaws, or Articles of Association

SCM votes on a **case-by-case** basis proposals on adopting or amending the charter, bylaws, or articles of association, and may consider whether:

- Shareholder rights are protected;
- There is negligible or positive impact on shareholder value;
- Management provides sufficiently valid reasons for the amendments;
- The company is required to do so by law (if applicable); and
- They are of a housekeeping nature (updates or corrections).

C. Bundled Proposals

SCM votes on a **case-by-case** basis bundled or "conditioned" proxy proposals. In this case where items are conditioned upon each other, SCM examines the benefits and costs of the packages items. In instances when the joint effect of the conditioned items is not in shareholder's best interests, SCM votes against the proposals. If the combined effect is positive, SCM votes for such proposals.

D. Share Re-Registration Consent

SCM will **typically** vote for this proposal. Certain securities are subject to share re-registration in order to receive and vote the shareholder meeting. In order to be eligible to vote, shares must be re-registered in the beneficial owner's name by a certain deadline. SCM will vote these proposals on a **case-by-case** basis.

E. "Other Business"

SCM will **typically** vote against this proposal if there is a lack of information available. While this request is usually routine, the potential for the discussion and subsequent approval of items could be dangerous to minority shareholders. SCM will vote these proposals on a **case-by-case** basis.

VI. Capital Structure

A. Common Stock Authorization

SCM votes on a **case-by-case** basis for proposals that increase the number of shares of common stock authorized for issue.

B. Stock Distributions; Splits and Dividends

SCM votes on a **case-by-case** basis for proposals that increase the common share authorization for a stock split or share dividend.

C. Debt Restructuring

SCM votes on a **case-by-case** basis for proposals that increase common and/or preferred shares and to issue shares as part of a debt restructuring plan.

VII. Executive and Director Compensation

SCM believes that because a company has exclusive knowledge of material information not available to shareholders regarding its business, financial condition, and prospects, the company itself usually is in the best position to make decisions about compensation and benefits. Accordingly, SCM generally votes with management on such matters. However, SCM may oppose management on a **case-by-case** basis if it deems a company's compensation to be excessive or inconsistent with its peer companies' compensation, SCM believes a company's compensation measures do not foster a long-term focus among its executive officers and other employees, or SCM believes a company has not met performance expectations, among other reasons. Discussed below are some specific types of compensation-related proposals that SCM may encounter.

SCM votes on a **case-by-case** basis items related to executive pay and practices.

A. Management Say on Pay

"Say on pay" proposals give shareholders a nonbinding vote on executive compensation. These proposals are designed to serve as a means of conveying to company management shareholder concerns, if any, about executive compensation.

SCM votes on a **case-by-case** basis for management proposals seeking approval of advisory vote on executive compensation.

B. Equity-Based Compensation Plans

A company's equity-based compensation plan should be in alignment with the shareholders' long-term interests. SCM believes that executive compensation should be directly linked to the performance of the company.

SCM vote on a **case-by-case** basis on proposals for equity-based compensation plans.

C. Incentive Bonus Plans and Tax Deductibility Proposals (Section 163(m))

SCM votes on a **case-by-case** basis on proposals for incentive bonus plans and tax deductibility proposals.

D. Golden Parachutes

Golden Parachutes assure key officers of a company lucrative compensation packages if the company is acquired and/or if the new owners terminate such officers. SCM recognizes that offering generous compensation packages that are triggered by a change in control may help attract qualified officers. However, such compensation packages cannot be so excessive that they are unfair to shareholders or make the company unattractive to potential bidders, thereby serving as a constructive anti-takeover mechanism.

SCM votes on a **case-by-case** basis proposals to submit severance plans.

E. Golden Coffins / Executive Death Benefits

Survivor benefit compensation plans, or "golden coffins," can require a company to make substantial payments or awards to a senior executive's beneficiaries following the death of the senior executive. The compensation can take the form of unearned salary or bonuses, accelerated vesting or the continuation in force of unvested equity grants, perquisites and other payments or awards. This compensation would not include compensation that the senior executive chooses to defer during his or her lifetime.

SCM recognizes that offering generous compensation packages that are triggered by the passing of senior executives may help attract qualified officers. However, such compensation packages cannot be so excessive that they are unfair to shareholders or make the company unattractive to potential bidders, thereby serving as a constructive anti-takeover mechanism.

SCM votes on a **case-by-case** basis proposals on Golden Coffins / Executive Death Benefits.

VIII. State of Incorporation

A. Voting on State Takeover Statutes

SCM votes on a **case-by-case** basis proposals to opt in or out of state takeover statutes (including control share acquisition statutes, control share cash-out statutes, freeze-out provisions, fair price provisions, stakeholder laws, poison pill endorsements, severance pay and labor contract provisions, anti-greenmail provisions and disgorgement provisions).

B. Voting on Reincorporation Proposals

SCM votes on a **case-by-case** basis proposals to change a company's state of incorporation.

IX. Mergers and Corporate Restructurings

A. Mergers and Acquisitions

SCM votes on a **case-by-case** basis proposals on mergers and acquisitions.

B. Corporate Restructuring

SCM votes on a **case-by-case** basis proposal on corporate restructuring, including minority squeeze outs, leveraged buyouts, spin-offs, liquidations, and asset sales.

C. Spin-offs

SCM votes on a **case-by-case** basis proposals on spin-offs.

D. Changing Corporate Name

SCM votes on changing the corporate name on a **case-by-case** basis.

E. Authority to Issue Shares without Preemptive Rights

SCM votes on giving authority to issue shares without preemptive rights on a **case-by-case** basis.

X. Socially Oriented Proposals

A. Proposals of a Social or Environmental Nature

Consistent with its fiduciary duty to clients, SCM will vote on social and environmental issues with a view toward promoting good corporate citizenship. However, SCM realizes that it cannot require a portfolio company to go beyond applicable legal requirements or put itself in a non-competitive position.

SCM considers environmental and social issues alongside traditional financial measures to provide a more comprehensive view of the value, risk, and return potential of an investment. Companies may face significant financial, legal and reputational risks resulting from poor environmental and social practices, or negligent oversight of environmental or social issues. SCM's Environmental, Social, and Governance Framework describes SCM's approach to consideration of environmental, social, and governance issues within its processes and ownership practices.

SCM votes on a **case-by-case** basis proposals regarding environmental or social issues. To do this, SCM uses research reports from SCM's external proxy advisors, company filings and sustainability reports, research from other investors and non-governmental organizations, and the Research Team.

B. Political Spending and Lobby Proposals

Companies may engage in certain political activities, within legal and regulatory limits, in order to influence public policy consistent with the companies' values and strategies, and thus serve shareholders' best long-term economic interests. These activities can create risks, including: the potential for allegations of corruption; the potential for reputational issues associated with a candidate, party or issue; and risks that arise from the complex legal, regulatory and compliance considerations associated with corporate political activity. SCM believes that companies which choose to engage in political activities should develop and maintain robust processes to guide these activities and to mitigate risks, including a level of board oversight.

When presented with shareholder proposals requesting increased disclosure on corporate political activities, SCM may consider the political activities of that company and its peers, the existing level of disclosure, and its view regarding the associated risks. SCM generally believes that it is the duty of boards and management to determine the appropriate level of disclosure of all types of corporate activity.

SCM votes on a **case-by-case** basis proposals regarding political spending and lobbying activities.