

Proxy Voting Policy

Issued by Fisher Funds Management Limited | 19 September 2019

Proxy Voting Policy

1. Purpose

The ability to vote on shareholder resolutions is a fundamental right of share ownership. As the manager of share portfolios, we exercise this right on behalf of our clients. This policy covers proxy voting for all funds and portfolios.

2. Fiduciary considerations

Fisher Funds exercises its proxy voting rights to fulfil our fiduciary duty to vote in the best economic interests of our clients and in a manner which takes into account our Responsible Investing Policy.

3. Scope

Analysing shareholder resolutions requires detailed fundamental knowledge of a company's background.

Therefore, holdings in quantitatively managed investment strategies are outside the scope of this Policy. This Policy applies to all resolutions, for all companies within equity portfolios managed on an active, fundamental basis.

4. Resolving conflicts

If we identify a conflict of interest in the process of voting proxies (e.g. two Fisher Funds clients with opposing interests), the Portfolio Manager will:

1. vote in accordance with the guidelines below if applicable; and
2. if there are no applicable guidelines then abstain from voting; and
3. notify the Head of Risk and Compliance who will record the conflict.

5. Record keeping

Fisher Funds will maintain records of proxy statements received and all votes cast.

6. Proxy voting guidelines on key issues

Principally, we will vote in favour of resolutions that we believe will improve the company's shareholder value as long as this is consistent with our Responsible Investment Policy.

On specific issues we will vote as set out below if this is consistent with maximization of shareholder value:

Election of directors

- Where there is a majority independent board we will vote FOR the election or re-election of a director.
- Where there is not a majority independent board we will vote AGAINST the election of executive directors.
- We will consider the number of listed company directorships that a director holds and vote AGAINST the election of directors that we consider are holding too many directorships.
- We will generally vote AGAINST the re-election of a director with a poor attendance at scheduled board or board committee meetings without satisfactory explanation.

Alterations to the number of directors

- We will consider alterations to the number of directors on a case by case basis.

Removal of directors

- We will consider resolutions to remove directors on a case by case basis.

Dual class equity

- Generally we will vote AGAINST resolutions to create shares with superior voting rights or non-voting or sub voting shares unless we are comfortable that such proposals are necessary for raising efficient capital and have minimal dilution for current shareholders.

Mergers and demergers

- Proposals for mergers or demergers will be considered on a case by case basis.

Issue of shares

- Approval of placements of share will be considered on a case by case basis.

Remuneration of non-executive directors

- Changes in aggregate fees caps for non-executive directors will be considered on a case by case basis. We will generally vote AGAINST the issue of options to non-executive directors.

Options and other long term incentives for executives

- We will consider executive incentive schemes on a case by case basis.

7. Register

We maintain a register of all proxy voting. In respect of voting which is inconsistent with the guidelines above or could be considered potentially contentious, we will also record an explanation of our voting decisions.

8. Review of policy

The Proxy Voting Policy will be reviewed bi-ennially or more frequently if required. This Policy is subject to change at any time.