

Proxy Voting Policy

Introduction

Proxy voting policy for Premier Miton Group plc and its subsidiaries Premier Portfolio Managers Ltd (PPM) and Premier Fund Managers Ltd (PFM) (together "Premier Miton").

This proxy voting policy sets out Premier Miton's commitment to vote on resolutions at company annual meetings in the best interests of its clients. Corporate governance is of central importance in creating and protecting shareholder value and this policy has been developed to explain how Premier Miton's investment managers use proxy voting as a means of promoting good corporate governance in investee companies. Alongside other stewardship activities, this is intended to support an investee company's long-term success and provide good investment outcomes for those invested in Premier Miton funds and products.

By actively exercising the right to vote, Premier Miton seeks to influence the companies it invests in to behave in a way that promotes good governance, provides continued stability and financial soundness and therefore contributes to the funds' or products' investment objectives.

Premier Miton retains authority for all voting decisions made and instructs a delegate to cast those votes in accordance with its decisions. This is the usual process when voting is carried out using a proxy voting service.

Premier Miton utilises ISS's ProxyExchange platform, which is used to execute voting decisions and provide relevant research and recommendations. The platform is reviewed annually to ensure that it meets fund managers' needs. We actively engage with ISS, asking for more information on certain recommendations and providing feedback during their annual policy reviews.

This policy has been developed in line with the Financial Reporting Council's (FRC) Stewardship Principles, industry best practice on voting, and the Financial Conduct Authority's (FCA) Consumer Duty rules and principles which includes the requirement to produce good outcomes for customers. It covers all assets and geographical regions that Premier Miton invests in; our approach will be proportional to company size as well as considerate of the standards of the country of listing.

Premier Miton reviews this Proxy Voting policy on an annual basis. Additional information is included in our Responsible Investing Policy.

Proxy voting process

The Chief Investment Officer and the Head of Responsible Investing have oversight of the proxy voting process while individual fund managers are responsible for voting decisions.

Where PFM is appointed investment manager in relation to Premier Miton funds and products, it generally has the right to exercise all votes in relation to the equities, bonds and Exchange Traded Funds (ETFs) held in those funds, and will do so taking into account the fund manager's consideration of what is in the best interests of the investors in each fund or product. It is important to note that bonds do not typically come with voting rights.

In relation to equities and bonds held in Premier Miton funds and products, Premier Miton will aim to vote all shares held unless it is not possible to do so. Voting decisions are typically made

by fund managers based on their knowledge of the company, previous engagement activity, an evaluation of the voting proposals and after considering the research received from ISS, and voting recommendations from the ISS Benchmark Policy.

The fund managers may discuss resolutions across investment teams with other fund managers that also hold shares in a company to ensure consistent voting where appropriate. However, each fund manager can make their own decisions to ensure that actions are in the best interests of their funds.

The Responsible Investing (RI) team supports the fund managers, will share additional relevant research and aims to highlight any 'significant votes' to the fund managers for additional analysis. Significant votes are defined as shareholder meetings where aggregated ownership at Premier Miton is greater than 5% of the company's shares, resolutions relate to environmental and social matters, shareholders have filed a resolution, or the proxy voting adviser recommends a vote against management. The RI team also aims to highlight votes where share blocking rules apply, or there is no management recommendation, or where a vote is out of scope of the proxy voting service.

Before a decision is made to vote against management, where possible the fund managers will discuss the issue with the company. When they do decide to vote against, they will aim to notify management and provide a rationale.

If Premier Miton receives information from an investor or client about a voting preference, the fund manager will aim to take this into consideration when making decisions on how to vote in the overall best interests of the fund or product.

Premier Miton does not engage in stock lending so there is no related conflict with voting activity. Where a fund or product uses contract for difference instruments to gain exposure to equity prices, there is no transfer of vote and therefore no voting rights,

Note that in certain limited circumstances there may be legal or operational reasons why Premier Miton may not be able to exercise proxy votes, for example where a Power of Attorney is required to be executed in an overseas jurisdiction, or where share blocking exists to prevent trading in securities in the lead up to a vote. Where we are invested in markets with share blocking, we aim to vote a portion of our holdings, allowing for liquidity requirements.

Premier Miton's approach to voting

Premier Miton votes according to the Voting Guidelines set out below, which are agreed by the Responsible Investing Oversight Committee (RIO) and reviewed annually. These determine whether the vote should be 'For', 'Against', or 'Abstain'.

Votes are considered on a case-by-case basis, meaning fund managers can deviate from the voting recommendations from ISS where they have information which supports an alternative vote.

Proxy voting decisions are made independently at the fund level. Each portfolio manager is responsible for exercising voting rights in accordance with the investment objectives and fiduciary duties of each fund. We do not adopt a firm-wide or 'house view.'

As active investors, the fund managers will generally invest in companies where they assess the management as being strong, and would not therefore expect to have a significant number of instances of voting against management at shareholder meetings.

They will generally vote as follows:

For

- A resolution that is consistent with good corporate governance, is in line with best practice, and which they believe is in Premier Miton's clients' long-term interests.

Against

- A resolution that is inconsistent with good corporate governance, is not in line with best practice, and which they believe is not in Premier Miton's clients' long-term interests.

Abstain

- A resolution that falls short of best practice, but the issue is not sufficiently material to oppose management.
- Abstentions will typically take place in conjunction with a follow-up engagement to encourage better practice and increase the likelihood of future votes in line with management recommendations.

It should be noted that the rationale above may vary depending on company context. For example, managers are likely to have higher expectations of larger companies listed in developed markets. Equally, managers may not wish to vote against management at a smaller company where comfort has been provided that the company is aware of, and taking steps to resolve, the relevant issue.

Conflicts of Interest

Premier Miton has a policy as well as procedures and controls which are designed to identify, prevent, or manage, on an on-going basis, any conflicts of interest that may arise.

The Conflicts of Interest Policy is available on the Premier Miton website and describes the identification and effective and equitable resolution of conflicts of interests that exist or could arise between Premier Miton and its clients, one client and another, two or more of the Premier Miton group of companies, or one or more employees and Premier Miton.

Where a fund manager or anyone else identifies a conflict of interest, Premier Miton's aim is to put the clients' best interests first. Fund managers who have different investment mandates, for example those with income or growth objectives, may vote differently.

Below are examples of potential voting conflicts of interests and how they are managed.

- Conflict: A family member on a company board is up for re-election.

- Resolution: We would generally follow the voting recommendations of our proxy research adviser except in exceptional circumstances.
- Conflict: Voting on an acquisition where Fund Manager A holds shares in the acquiring company and Fund Manager B holds shares in the company being acquired.
- Resolution: Each fund manager decides how to vote based on the best financial outcome for their funds and products.
- Conflict: We invest in a company to which we also provide services.
- Resolution: The fund manager will decide how to vote based on the best financial outcome for their fund and products.

Voting guidelines

Board of directors

Premier Miton considers that the quality of the board is most important in making decisions that provide long term shareholder value. In assessing the quality of a board, Premier Miton may take into consideration such qualities as:

- Extent of board experience;
- The diversity of a board's members across factors such as age, gender and background to reduce the risk of 'group think';
- The number of meetings held per year and the directors' attendance record;
- The number of non-executive directors in relation to the size and complexity of the business;
- The independence of the Chairperson or Senior Independent Director;
- The other commitments of directors and other board roles held;
- The re-election process to the board, and suitability of candidates for (re) election; and
- The composition of the board's sub-committees

Premier Miton may vote against the board in certain situations, including where:

- Material concerns persist in respect of a board or sub-committee composition;
- The election is for a non-executive director who is not considered independent and where there are insufficient independent directors on the board;
- Premier Miton has concerns about the time commitments of a non-executive director, for example, they are members of many boards or do not attend sufficient meetings;
- Premier Miton has concerns over the independence of the Chairperson or Senior Independent Director;
- There are concerns about a proposed board member's suitability; or
- Where the Chairperson and Chief Executive Officer are the same person.

Remuneration

Premier Miton considers that remuneration should promote good corporate governance and the long-term success of a company. Where relevant we aim to align with the Investment

Association Principles of Remuneration (2024). In assessing the effectiveness of a remuneration policy, Premier Miton may take into account the following:

- The complexity and clarity of the remuneration policy;
- The level and ratio of executive remuneration to employee remuneration proposed and the level of executive remuneration proposed compared to the company's performance;
- Sufficient stretch of targets;
- The gender pay gap, where published; or
- Any ESG performance metrics that are included

Premier Miton may vote against management where:

- The remuneration policy is complex, there are concerns with the structure of the remuneration scheme(s) or the policy allows for excessive remuneration;
- The level of remuneration proposed is not aligned with the company's underlying performance;
- It has concerns about the remuneration practices, in which case it may vote against the re-election of the Remuneration Committee chair or some members of the Committee;
- The independence of the Remuneration Committee is compromised;
- Other benefits are proposed such as bonus or pension payments or share ownership, conferred under the remuneration policy and which are considered excessive or not aligned with good corporate governance or best practice;
- Other payments are awarded which are not necessarily contractual such as 'golden hellos', ex-gratia payments, 'golden handshakes' etc.;
- Excessive payments are made by the company upon termination of a director's contract, particularly in the case of underperformance; or
- Performance against ESG performance metrics is inappropriate or poor.

Audit function

Premier Miton considers that appointed auditors should be fully independent and that there should be no issues which could compromise that independence.

Premier Miton may vote against the appointment of an auditor where:

- It has concerns about the independence of the auditor e.g. the auditor has carried out substantial and/or sustained consultancy work;
- Concerns have been raised about the auditor's practice or there have been previous cases of negligence or wrongdoing; or
- The same auditor has been appointed over several years with no review of the auditor, their independence or suitability, or consideration of the appointment of an alternative suitable auditor.

Share capital

Premier Miton will take into account the terms of the proposal to issue or buy back shares and whether those shares have pre-emption rights.

Premier Miton may take into account the following when voting on matters relating to shares:

- The amount of shares the company proposes to issue or buy back; and

- The voting rights attached to the proposed share issue.
- The board's rationale behind the issue or buy back of shares in the company.

Premier Miton may vote against proposals involving shares when:

- The authorisation exceeds the 10% limit for share issuances without pre-emptive rights;
- The issue of equity with pre-emptive rights exceeds the recommended limits; or
- The repurchase does not comply with the relevant local listing rule guidelines.

Corporate actions

Premier Miton will support corporate actions such as mergers, acquisitions or disposals when:

- These are considered to be a fair value for the assets and in the long-term interests of shareholders;
- Any consideration is believed to be appropriate for the transaction;
- Robust governance and oversight practices have been applied; or
- Other potential outcomes have been considered

Report and accounts

Premier Miton expects a company's Report and Accounts to be clear and transparent as far as is possible, taking into account any commercial sensitivities faced by the investee company.

Premier Miton believes that these should provide sufficient information on all relevant and important issues that have arisen in the previous year and sufficient information to determine whether the investee company has met its performance targets and objectives.

Premier Miton will take into account the following when voting on the report and accounts:

- The frequency of the investee company's reporting;
- The clarity and transparency of the content of reports; and
- An assessment of the investee company's reporting on ESG-related metrics and the materiality for shareholders and stakeholders e.g. environmental and social impacts, taking into account the size and complexity of the company.

Premier Miton may vote against approval of the report and accounts where:

- There have been serious breaches of corporate governance
- There is a lack of reporting on areas of material ESG matters such as climate related financial risks.
- There are serious concerns that have not / are not being addressed to Premier Miton's satisfaction e.g. changes in strategy and/or targets that increase environmental and/or social risks.

Climate risk

Premier Miton is generally supportive of resolutions that will lead to a greater disclosure of carbon emissions and climate risks in line with the guidelines from the Taskforce of Climate-related Financial Disclosure (TCFD), as well as resolutions that request the development and publishing of Paris-aligned climate transition plans. Our preference is for 'Say on Climate' votes

to be every three years, and we will review these and support them where they propose credible carbon reduction strategies with sufficient coverage of company emissions.

Other Voting Matters

Premier Miton will aim to consider Environmental, Social and Governance (ESG) factors alongside financial factors when making voting decisions.

Where there are significant concerns about a shareholder meeting or specific resolution, Premier Miton may seek to engage with the investee company to build understanding and try to influence the outcome. Where the investee company does not engage or is not able to satisfy Premier Miton that it is acting appropriately in the circumstances, Premier Miton may vote against management.

Premier Miton seeks to take into account all the information to hand before voting. As such some proposals will be decided on a case-by case basis, always taking into account the best interests of clients. Where an investee company provides sufficient information to Premier Miton on a particular matter, Premier Miton may decide to vote for a resolution where ordinarily it would vote against or abstain.

Premier Miton will monitor the outcome of each AGM and where there has been significant shareholder dissent will consider this in investment decision making and subsequent stewardship activities.

Committee oversight

Proxy voting policy activities are overseen by the Responsible Investing Oversight Committee (RIOC). The RIOC meets four times a year and is attended by the Chief Investment Officer. Its responsibilities include reviewing proxy voting activity reports and discussing any improvements that could be made to the voting process. The committee will discuss voting practices and analyse the voting activity report to ensure that Premier Miton voting activity is meeting expectations as set out in this policy. This approach provides assurance to management and investors that the fund managers seek to deliver good outcomes for clients via their voting activities. The RIOC also reviews this policy annually and proposes changes as appropriate.

Transparency

Premier Miton discloses its voting activity on its website on a quarterly basis. An annual summary of voting activity, including case studies from across our fund range, can also be found in our Stewardship & Responsible Investing Reports. We are working to increase transparency on voting activities and will provide reporting on significant votes and voting rationale in line with industry best practice as this develops.

Attendance at AGMs and other meetings

Premier Miton believes that voting at meetings is an important part of constructive engagement with investee companies. These votes are usually cast by proxy, but Premier Miton may consider attending an AGM or other meeting if, for example, it provides an

opportunity to engage with senior management or members of the board on matters of interest. More meetings are moving to virtual or hybrid formats, which provides greater opportunities to attend. Our preference is for a hybrid meeting and if a virtual meeting is offered to shareholders, we expect to be able to ask questions.

Issued by Premier Miton Investors. Premier Portfolio Managers Limited is registered in England no. 01235867. Premier Fund Managers Limited is registered in England no. 02274227. Both companies are authorised and regulated by the Financial Conduct Authority and are members of the 'Premier Miton Investors' marketing group and subsidiaries of Premier Miton Group plc (registered in England no. 06306664). Registered office: Paternoster House, 65 St Paul's Churchyard, London. EC4M 8AB.