

Proxy Voting Policy

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I. PROXY VOTING POLICY & PROCEDURES

a) Proxy Voting Policy

Montrusco Bolton Investments Inc.'s ("MBI") objective in proxy voting is simple: to support proposals and director nominees that, in its view, maximize the value of our clients' investments over the long term. While our goal is simple, the proposals we receive are varied and frequently complex. As such, the Proxy Voting Guidelines adopted by MBI provide a framework for assessing each proposal (the "Guidelines"). MBI has designed the Guidelines to stress its role as a fiduciary with responsibility for evaluating each proposal on its merits, based on the particular facts and circumstances as presented.

Proxy voting is also a key element of MBI's Responsible Investment Policy and essential to the integration of environmental, social and governance ("ESG") factors in MBI's investment process. This proxy voting policy also incorporates guidance for the exercise of voting rights when ESG considerations arise.

In evaluating proxy proposals, information from many sources is considered, including the portfolio manager, management or shareholders of a company presenting a proposal and independent proxy research services. Substantial weight will be given to the recommendations of the company's board, absent guidelines or other specific facts that would support a vote against management.

MBI's investment teams are highly involved in the proxy voting process, as they have developed a deep understanding of investees' business operations, as well as of financial and ESG considerations in the investment process. Team members may also contact companies before shareholder meetings to discuss any inquiries or concerns.

While serving as a framework, the Guidelines cannot contemplate all possible proposals with which MBI may be presented. In the absence of a specific guideline for a particular proposal (e.g., in the case of a transactional issue or contested proxy), MBI will evaluate the issue and cast its vote in a manner that, in its view, will maximize the value of our clients' investment. In addition, while proxy votes will usually be casted following these Guidelines, there may be circumstances in which MBI may recommend voting in a different direction or in which there may be a potential conflict of interest. In such scenarios, MBI shall document the rationale for the direction of such decisions.

Because many factors bear on each decision, the Guidelines incorporate factors that should be considered in each voting decision. MBI may refrain from voting if that would be in the clients' best interests. These circumstances may arise, for example, when the expected cost of voting

exceeds the expected benefits of voting, or when exercising the vote results in the imposition of trading or other restrictions. The rationale for abstention shall be documented.

Finally, nothing contained in the Guidelines requires MBI to vote client accounts alike. For most proxy proposals, particularly those involving corporate governance, the evaluation will result in MBI voting as a block. In some cases, however, MBI may vote its clients' accounts differently, depending upon the nature and objective of the client, the composition of their portfolios, and other factors. MBI will document any exceptions to their proxy Voting Guidelines.

As such, MBI has adopted voting principles and guidelines for assessing each proposal along eight pillars.

MBI's Eight Pillars to Proxy Voting:

1. Board and Management
2. Approval of independent auditors
3. Compensation issues
4. Anti-takeover defenses and shareholder rights
5. Capital Structure and Shareholder Rights
6. Environment and Social Issues
7. Voting in foreign markets
8. Voting on Fund's holding of other Funds in the Family

b) Voting Responsibilities

Securities legislation provides that absent voting instructions received from a client, neither MBI nor the custodian is permitted to vote securities of an issuer registered in MBI's or the custodian's name that are not beneficially owned by MBI or the custodian. Further, materials received by MBI or the custodian in respect of meetings of security holders of an issuer must forthwith be sent to the client where the issuer or client has agreed to pay the reasonable costs incurred by MBI or the custodian to do so. However, MBI, in its discretionary management agreements, normally receives authorization from each client to exercise voting rights over the securities on the clients' behalf. Accordingly, the following responsibilities apply:

- (a) For each client, there shall be a clear delineation of the proxy voting responsibilities between MBI and the client.
- (b) If MBI has proxy voting authority, it will take steps that are reasonable under the circumstances to verify that it receives the proxies for which it has voting authority.

(c) A client who has delegated proxy voting authority to MBI may not decide how the proxies are to be voted.

(d) In voting proxies, MBI shall act prudently, solely in the economic interest of clients, and for the exclusive purpose of providing long term benefits to them. MBI will consider those factors that would affect the value of the clients' investments over time and may not subordinate the interests of clients to unrelated objectives.

c) Voting Procedures

In efforts to assist MBI in gathering information and voting proxies, MBI has outsourced the administration of its proxy voting to Institutional Shareholder Services Inc. ("ISS"). All issuers' proxy ballots are sent directly to ISS from the custodians. ISS researches the proxy issues and provides a voting recommendation based upon MBI's Guidelines. MBI accesses this information from ISS and determines if it agrees with the recommendations made by ISS. If MBI agrees with ISS's recommendation, MBI will instruct ISS to vote. Ultimately, MBI maintains the right to determine the final vote.

MBI's Governance department will conduct periodic review to ensure that ISS has voted on all eligible clients' proxies according to the Guidelines.

MBI believes that this Policy is consistent with the firm's Responsible Investment policy, which can be found [here](#). MBI will periodically review this Proxy Voting Policy and Proxy Voting Guidelines (below) and make recommendations for changes where required. Documentation of all proxy voting and authorizations by portfolio managers will be kept on file for at least seven years. Where required, MBI will maintain and publish a proxy voting record in accordance with applicable law.

d) Conflicts of Interest

MBI is not presently aware of any material corporate conflicts. However, should such conflicts arise, MBI will work to identify the conflicts that exist between the economic interests of MBI and those of its clients. This examination will include a review of the relationship of MBI to the issuer of the security (and any of the issuer's affiliates) subject to a proxy vote to determine if the issuer is a client of MBI or has some other material relationship with MBI or a client of MBI.

If ISS determines it has a material conflict of interest regarding a vote, they will inform MBI of the conflict. MBI will document any such conflicts and exclude any person(s) from MBI's decision that has (have) personal conflicts of interest. If it is determined that both ISS and MBI have material conflicts from a corporate standpoint MBI will instruct ISS to hire a third-party proxy voting service to determine the recommended vote for the issue for which MBI and ISS have a material conflict. When both MBI and ISS have a material conflict, the effected proxies will be voted in accordance with an independent third-party voting service.

II. PROXY VOTING GUIDELINES

1. Board and Management

a) Definition of Director Independence

The following individuals are qualified as "non-independent":

- Current managers,
- Former members of management (unbounded in time),
- Individuals who maintain significant relationship of an economic nature with the company, such as advisers, lawyers, bankers or stockbrokers,
- Individuals who offer professional services (legal, financial, medical) to members of the management,
- Members of organizations who benefit directly from a program or a financial contribution of the company, or
- Individuals who have a family tie with a member of management.

As such, an independent director is an individual who meets the criteria below:

- Is not a current or former member of management and is not restrained by any professional or personal relationship that could hinder their ability to act in the best interest of the company.

b) Election of Directors

Several considerations should be considered when electing directors, including but not limited to qualifications, expertise, performance, independence and diversity factors. Directors should have a track record of integrity and business acumen, be owner-oriented and have a genuine interest in the company. Such skills can be assessed by evaluating prior experience and tenure, involvement in other boards, as well as track record of potential violations or bankruptcies. Boards should also be sufficiently diverse to ensure that consideration of a wide range of perspectives is incorporated when overseeing execution of corporate strategy. Lastly, there should also be a cap on the number of public company boards that a director can sit on in order to be effective.

Likewise, a majority-independent board is fundamental to guarantee good governance of a company. Independence is essential to ensure that directors are able and motivated to effectively supervise management's performance, including monitoring the execution of corporate strategy, appropriate use of capital, and executive compensation. As such, companies should aim for the independence of directors who serve on the Compensation, Nominating, and Audit committees. In any instance in which a director is not categorically independent, the basis for the independence determination should be clearly explained in the proxy statement. Periodic meetings without non-independent directors should be held.

It is also important to mention that, to execute their functions properly, directors should have full and free access to the officers and employees of the company. Also, the board and its committees should hold the authority to hire independent legal, financial or any other type of advice as it may deem necessary without consulting or obtaining advance approval from any officer of the company.

Voting Guidelines

The director nominees will generally be supported, except under the circumstances described below:

Independence

MBI will vote AGAINST/WITHHOLD non-independent director nominees when:

- The independent directors comprise less than 50% of the board,
- The Audit, Nominating, and/or Compensation Committees are integrated by a majority of non-independent directors,
- The non-independent director serves on the Compensation or Nominating Committee, and the chair of the committee is also non-independent,

- The non-independent director seeks to serve in the Audit Committee, or
- The company lacks Audit, Nominating, and/or Compensation Committees, so that the full board functions as those committees.

Conduct

MBI will generally vote AGAINST/WITHHOLD from directors who:

- Have an attendance rate to the meetings of the board and its committees lower than 75% for the period for which they served, without any valid reason,
- Sit on more than four public company boards, or chief executive officer (“CEO”) that sit on more than one public boards besides their own, or
- Have been found guilty by a court of a fault related to a financial scandal.

Performance

Company’s performance relative to peers should be reviewed regularly to ensure the board of directors is effectively representing shareholders’ best interests.

Diversity

MBI supports the election of qualified directors with diverse backgrounds. MBI will vote AGAINST the chair of the Nominating Committee (or other directors on a CASE-BY-CASE BASIS) at companies where:

- There is not at least one woman sitting on the board, and/or
- There are no apparent racially or ethnically diverse members, and the company has not committed to increasing diversity of the board in the near future.

Other Considerations

RESPONSIVENESS

- MBI will vote AGAINST individual directors, committee members, or the entire board of directors as appropriate if the board failed to implement a shareholders’ proposal which was adopted by a majority of shareholders.

- MBI will vote on a CASE-BY-CASE BASIS on Compensation Committee members (or, in exceptional cases, the full board) and the Say-on-Pay (“SOP”) proposal if the company’s previous SOP received the support of less than 90% of votes cast.

UNEQUAL VOTING RIGHTS

- MBI will vote AGAINST/WITHHOLD on compensation committee nominees if the company poison pill that was not approved by the public shareholders.
- MBI will vote AGAINST directors individually, committee members or the entire board (except new nominees, who should be considered on a CASE-BY-CASE BASIS) if the company employs a common stock structure with unequal voting rights¹, whereby economic interest of the advantageous share class does not exceed 50% of total shares.

PROBLEMATIC GOVERNANCE STRUCTURE

Generally, MBI will vote AGAINST/WITHHOLD directors individually, committee members, or the entire board (except new nominees, who should be considered on a CASE-BY-CASE BASIS) if the company or its board adopted the following bylaw or charter provisions that are considered to be materially averse to shareholder rights:

- Supermajority vote requirements to amend the bylaws or charter, and/or
- A classified board structure

UNILATERAL BYLAW / CHARTER AMENDMENTS

Generally, MBI will vote AGAINST/WITHHOLD from directors individually, committee members, or the entire board (except new nominees, who should be considered on a CASE-BY-CASE BASIS) if the board amends the company's bylaws or charter without shareholder approval in a manner that materially diminishes shareholders' rights or that could adversely impact shareholders.

PROBLEMATIC AUDIT-RELATED PRACTICES

¹ This generally includes classes of common stock that have additional votes per share than other shares; classes of shares that are not entitled to vote on all the same ballot items or nominees; or stock with time-phased voting rights (“loyalty shares”).

MBI will vote AGAINST/WITHHOLD from the members of the Audit Committee if:

- The company failed to disclose audit fees paid to the auditor,
- Authorized the payment of excessive non-audit fees to the auditor, or
- The company receives an adverse opinion on the company's financial statements from its auditor.

MBI will vote on a CASE-BY-CASE BASIS on members of the Audit Committee and potentially the full board if poor accounting practices are identified that rise to a level of serious concern, such as: fraud; misapplication of GAAP; and material weaknesses identified in Section 404 disclosures of the Sarbanes-Oxley Act.

PROBLEMATIC COMPENSATION PRACTICES

In the absence of an Advisory Vote on Executive Compensation (Say-on-Pay) ballot item or in egregious situations, MBI will VOTE AGAINST/WITHHOLD from the members of the Compensation Committee and potentially the full board if there is an unmitigated misalignment between CEO pay and company performance (pay-for-performance).

PROBLEMATIC PLEDGING OF COMPANY STOCK

MBI will vote AGAINST the members of the committee that oversees risks related to pledging, or the full board, where a significant level of pledged company stock by executives or directors raises concerns.

GOVERNANCE FAILURES

Under extraordinary circumstances, MBI will vote AGAINST/WITHHOLD from directors individually, committee members, or the entire board, due to material failures of governance, stewardship, risk oversight, or fiduciary responsibilities at the company.

The absence of important information related to the board of directors' members will involve abstention from the vote only for the member(s) whose information is insufficient.

c) Contested Director Elections

In the case of contested board elections, the nominees' qualifications and strategy, as well as the performance of the incumbent board will be evaluated, along with the rationale behind the dissidents' campaign, to determine the outcome that will maximize shareholder value.

d) Adopt Anti-Hedging/Pledging/Speculative Investments Policy

Proposals seeking a policy that prohibits named executive officers from engaging in derivative or speculative transactions involving company stock, including hedging, holding stock in a margin account, or pledging stock as collateral for a loan, will generally be supported.

Voting Guidelines

- MBI will vote FOR proposals endorsing a policy that prohibits named executives from engaging in derivative or speculative transactions involving company stock.

e) Classified Boards

Proposals to declassify existing boards (whether proposed by management or shareholders) will generally be supported, and efforts by companies to adopt classified board structures, in which only part of the board is elected each year, will not be supported.

f) Size of the Board

The size of the board can vary according to the size of the company and the complexity of the business. A company determines, in its statutes, the maximum and minimum size of the board.

Voting Guidelines

- MBI will vote AGAINST proposals that give management the ability to alter the size of the board outside of a specified range without shareholder approval.

g) Independent Board Chair and Division of the Roles of Chief Executive Officer and Chairman

In order to allow the board to be more autonomous in its role of monitoring, it is often proposed to require an independent board chairman or divide the posts of chairman and chief executive officer.

Voting Guidelines

- MBI will vote FOR proposals requiring an independent board chairman or dividing the roles of Chairman and Chief Executive Officer.

h) Director and Officer Indemnification

Proposals to indemnify directors and officers will be voted on a CASE-BY-CASE BASIS, but generally supported to ensure the companies can recruit the most qualified individuals. Individuals may be reluctant to serve as a director or officer if they were to be personally liable for all lawsuits and legal costs. However, rationale for proposals should be analyzed and guidance on situations such violation of duty of care, duty of loyalty or fiduciary obligations, should be present.

Voting Guidelines

- MBI will vote on a CASE-BY-CASE BASIS on proposals on director and officer indemnifications, liability protection, and exculpation.

i) Director Term Limits

Board refreshment is best implemented through an ongoing program of individual director evaluations, conducted annually, to ensure the evolving needs of the board are met and to bring in fresh perspectives, skills, and diversity as needed.

Voting Guidelines

- MBI will vote AGAINST management and shareholder proposals to limit the tenure of independent directors through mandatory retirement ages.
- MBI will vote FOR proposals to remove mandatory age limits.

j) CEO Succession Planning

Board of directors must devise a plan for CEO succession. Also, proposals seeking disclosure on CEO succession planning policy will be generally supported.

Voting Guidelines

- MBI will vote FOR proposals outlining a plan for CEO succession.
- MBI will vote FOR proposals seeking disclosure on CEO succession planning policy.

2. Approval of Independent Auditors

The relationship between a company and its auditors should be limited primarily to the audit, although it may include certain closely related activities that do not, in the aggregate, raise any appearance of impaired independence. Management's recommendation for the ratification of the auditors, except in instances where audit and audit-related fees make up less than 50% of the total fees paid by the company to the audit firm, will generally be supported. Instances in which the audit firm has a substantial non-audit relationship with the company (regardless of its size relative to the audit fee) will be evaluated on a CASE-BY-CASE BASIS to determine whether there is a concern that independence has been compromised.

Voting Guidelines

MBI will vote AGAINST proposals to ratify auditors in the following circumstances:

- An auditor has a financial interest in or association with the company, and is therefore not independent,

- Poor accounting practices are identified that rise to a serious level of concern, such as fraud or misapplication of GAAP, or
- Fees for non-audit services (“Other” fees) are excessive. Non-audit fees are excessive if: $\text{Other fees} > \text{audit fees} + \text{audit-related fees} + \text{tax compliance/preparation fees}^2$.

3. Compensation Issues

a) Reasonable Compensation

MBI will vote in favor of compensation of managers and directors if it is reasonable. MBI will sanction a company which does not reveal in a detailed way the compensation of the Chief Executive Officer by abstaining from voting on the compensation committee.

The key compensation principle MBI expects corporations to adhere to is maintaining appropriate pay-for-performance alignment, with emphasis on long-term shareholder value. Overall executive practices must be designed to attract, retain, and appropriately motivate key employees who drive shareholder value creation over the long term. Compensation should take into consideration the mix between fixed and variable pay, performance goals and equity-based plan.

For managers, the variable component of their compensation should be linked to success factors such as firm’s profitability growth or return on investment. Meanwhile, compensation for directors should also reflect their business acumen, responsibilities, and degree of participation on the board.

While MBI generally supports the Say-On-Pay proposal, the following factors will be taken into account in determining how to vote proxies.

Voting Guidelines

MBI will vote FOR in the following circumstances:

² Tax compliance and preparation include the preparation of original and amended tax returns and refund claims, and tax payment planning. All other services in the tax category, such as tax advice, planning, or consulting, should be added to “Other” fees. If the breakout of tax fees cannot be determined, add all tax fees to “Other” fees.

- The company's executive pay practices and company performance are aligned, emphasizing long-term shareholder value and eliminating the risk of pay for failure,
- The compensation committee is independent and effective,
- The company provides clear and comprehensive disclosure to shareholders,
- The company avoids inappropriate pay to non-executive directors, which may compromise independence, or
- Only directors who are not company employees receive compensation for serving on the board.

MBI will vote AGAINST the following:

- There is significant misalignment between Chief Executive Officer pay and company performance,
- The company maintains problematic pay practices, or
- The board exhibits poor communication and responsiveness to shareholders.

b) Stock-Based Compensation Plans

Appropriately designed stock-based compensation plans, administered by an independent committee of the board and approved by shareholders, can be an effective way to align the interests of long-term shareholders and the interests of management, employees, and directors. Conversely, plans that substantially dilute ownership interest in the company, provide participants with excessive awards or have inherently objectionable structural features, will be opposed. MBI will vote AGAINST a proposal to implement a stock-based compensation plan for which there is not enough detail. Enough detail means a stock-based compensation plan who indicates the number of shares which are granted and fulfilled every year. Furthermore, the number of shares fulfilled must represent 2% or less of the outstanding shares.

An independent compensation committee should have significant latitude to deliver varied compensation to motivate the company's employees. However, all compensation proposals will be evaluated in the context of several factors (a company's industry, market capitalization, competitors for talent, etc.) to determine whether a particular plan or proposal balances the perspectives of employees and the company's other shareholders. Each proposal will be evaluated on a CASE-BY-CASE BASIS, taking all material facts and circumstances into account.

The following factors related to the options granted to the management will be among those considered in evaluating these proposals:

Voting Guidelines

MBI will vote FOR the following:

- Company requires senior executives to hold a minimum amount of company stock (frequently expressed as a multiple of salary),
- Stock-based compensation plans indicate the number of shares granted and fulfilled every year,
- Compensation plans favor performance-based vesting over time-based vesting. Performance thresholds are also in place in such cases,
- Compensation plans favor long-term over short-term (1-2 years), or
- Compensation plan where company stock options have exercisable prices that should be no less than 100% of market value when issued.

MBI will vote AGAINST the following:

- Potential dilution from the total number of options and shares that may be vested in the future is expected to be excessive,
- Plan permits repricing or replacing of underwater stock options / Stock Appreciation Rights (“SARs”) without prior shareholder approval (including cash buyouts, voluntary surrender of underwater options, extraordinary perquisites or tax gross-ups),
- Plan permits company stock options backdating,
- Plan does not provide claw backs in the case of fraud or restatement of financial statements, or
- The Compensation Committee when stock-based compensation can be paid out in cash.

c) Bonus Plans

Bonus plans, which must be periodically submitted for shareholder approval, should have clearly defined performance criteria and maximum awards expressed in monetary terms. Bonus plans with awards that are excessive in both absolute terms and relative to a comparative group generally will not be supported.

d) Employee Stock Purchase Plans

The use of employee stock purchase plans to increase company stock ownership by employees will generally be supported.

e) Executive Severance Agreements ("Golden Parachutes")

While executives' incentives for continued employment should be more significant than severance benefits, there are instances particularly in the event of a change in control in which severance arrangements may be appropriate. Severance benefits triggered by a change in control that do not exceed three times an executive's salary and bonus may generally be approved by the compensation committee of the board without submission to shareholders. Any such arrangement under which the beneficiary receives more than three times salary and bonus or where severance is guaranteed, absent a change in control should be submitted for shareholder approval.

f) Shareholder Proposals

Shareholders should always be able to review compensation plans and express their opinions on them and on Say-on-Pay votes.

Voting Guidelines

- MBI will vote FOR proposals requesting disclosing compensation plans for executives and/or directors.
- On a CASE-BY-CASE BASIS, MBI will evaluate proposals requesting executive compensation to also be subject to non-financial factors, such as company's progress towards social and environmental targets.

4. Anti-Takeover Defenses and Shareholder Rights

The exercise of shareholder rights, in proportion to economic ownership, is a fundamental privilege of stock ownership that should not be unnecessarily limited. Such limits may be placed on shareholders' ability to act by corporate charter, bylaw provisions, or the adoption of certain takeover provisions. The market for corporate control should be allowed to function without undue interference from these artificial barriers.

MBI will vote AGAINST the structures with unequal voting rights in a general way, except in particular contexts. For companies which have existing structures with multiple voting rights,

MBI will vote FOR proposals requiring the approval of the structure with regular intervals or will vote FOR measures limiting the effects.

With respect to several of the most commonly presented issues in this area:

a) Take-Over Bids

When a takeover attempt is hostile by the management of the targeted firm, the principal question of the shareholders is to evaluate if the management works in its own interests or in the true interests of the company and the shareholders.

Voting Guidelines

- On a CASE-BY-CASE BASIS, MBI will examine each takeover bid in order to evaluate the impact on the company and its shareholders.

b) Shareholder Rights Plans ("Poison Pills")

A company's adoption of a so-called poison pill effectively limits a potential acquirer's ability to buy a controlling interest without the approval of the target's board of directors.

Such a plan, in conjunction with other takeover defenses, may serve to entrench incumbent management and directors. However, in other cases, a pill may force a suitor to negotiate with the board and result in the payment of a higher acquisition premium.

In general, shareholders should be afforded the opportunity to approve shareholder rights plans within a year of their adoption. This provides the board with the ability to put a poison pill in place for legitimate defensive purposes, subject to subsequent approval by shareholders. In evaluating the approval of proposed shareholder rights plans, the following factors will be considered:

Voting Guidelines

- MBI will generally vote AGAINST shareholders' right plans unless it believes that by doing so, shareholders would not receive equal treatment in the event of a

takeover bid, or the management would not have enough time to consider alternatives to the potential take-over.

- MBI will vote FOR proposals requiring shareholders' approval of shareholders' right plans.
- MBI will vote AGAINST plans that are long-term or do not have sunset provisions.

c) Article and Bylaw Amendments

Proposals giving the board the ability to adopt or amend bylaws in addition to shareholders will be voted on a CASE-BY-CASE BASIS, considering whether the proposal contravenes other MBI guidelines within this document, or otherwise abridges shareholder rights.

Voting Guidelines

- MBI will vote on a CASE-BY-CASE BASIS proposals giving the board the ability to adopt or amend bylaws in addition to shareholders.
- MBI will vote AGAINST proposals giving the board exclusive authority to amend bylaws.

d) Crown Jewel Defense

The sale of assets to "friendly" companies in an effort to frustrate a takeover will generally be opposed as this action could impair share value.

e) Cumulative Voting

Cumulative voting will generally be opposed on the basis that it allows shareholders a voice in director elections that is disproportionate to their economic investment in the corporation.

f) Majority Vote Requirements for Director Elections

Shareholders' ability to approve or reject director nominees presented for a vote based on a simple majority will be supported. Accordingly, proposals to implement a majority vote

standard for the election of directors will be supported, and proposals to remove majority vote standards will be opposed.

Voting Guidelines

- MBI will vote FOR proposals to implement a majority vote standard for the election of directors.
- MBI will vote AGAINST proposals to remove majority vote standards for the election of directors.

g) Supermajority Vote Requirements

Shareholders' ability to approve or reject matters presented for a vote based on a simple majority should be adequate, without supermajority requirements.

Voting Guidelines

- MBI will vote AGAINST proposals to require a supermajority shareholder vote.

h) Right to Call Meetings and Act by Written Consent

Shareholders' right to call special meetings of the board (for good cause and with ample representation) and to act by written consent will generally be supported. Proposals to grant these rights to shareholders will be supported, and proposals to abridge these rights will be opposed.

Voting Guidelines

- MBI will vote AGAINST management and shareholder proposals to restrict or prohibit shareholders' ability to act by written consent.

i) Proxy Access and Advance Notice Provisions

Shareholders' ability to nominate qualified candidates to the board of directors is a fundamental right and will generally be supported and attempts to impede this right should be opposed. All proxy access proposals will be evaluated for reasonableness, to ensure no provision abridges the right of shareholders. Advance notice requirements will be evaluated within the overall company framework, to ensure all provisions support the stated purpose of the requirement and no provision abridges the right of shareholders.

j) Confidential Voting

The integrity of the voting process is enhanced substantially when shareholders (both institutions and individuals) can vote without fear of coercion or retribution based on their votes.

k) Quorum and Enhanced Quorum

Ideally, quorum requirements should prevent a small group of shareholders from gathering excessive control over the votes. The requirements should be reasonable and achievable. Proposals to establish an enhanced quorum, with two different quorum levels, will be opposed if the proposal is solely to implement a higher quorum for shareholder meetings where common share investors seek to replace most current board members.

Voting Guidelines

- MBI will vote AGAINST proposals to reduce quorum requirements for meetings below a majority of the shares outstanding.
- MBI will vote AGAINST proposals to establish an enhanced quorum, with two different quorum levels, when the proposal is solely to implement a higher quorum for shareholder meetings where common share investors seek to replace the majority of current board members.

I) Changes to Board of Directors

Shareholders' ability to make changes to the board of directors, provided they are backed by a simple majority, will be generally supported.

Voting Guidelines

- MBI will vote FOR proposals to give shareholders the ability to remove directors, provided they are backed by a simple majority.

5. Capital Structure and Shareholder Rights

a) Corporate Reorganization

When a corporate reorganization occurs, like the sale or acquisition of a company or of important assets, there will be an individual examination of each situation having course in order to evaluate the impact on the company and the shareholders. Each proposal will be evaluated on a CASE-BY-CASE BASIS, taking all material facts and circumstances into account.

b) Increases in Authorized Capital

Capitalization changes that involve a reorganization of existing capital or issuance of new capital will be opposed if they do not align with the interests of long-term shareholders. Each proposal will be evaluated on a CASE-BY-CASE BASIS, taking all material facts and circumstances into account.

c) Private Placement Issuances

Private placement issuances will be opposed if they do not align with the interests of long-term shareholders. Each proposal will be evaluated on a CASE-BY-CASE BASIS, taking all material facts and circumstances into account.

d) Blank Cheque Preferred Stock

Blank cheque preferred shared issuances should generally be opposed, particularly if the request has no appropriate limits or the company states no purpose for the increase. Proposals to create reasonably limited preferred shares will be evaluated on a CASE-BY-CASE BASIS, taking all material facts and circumstances into account.

e) Dual-Class Share Structures

Dual-class share structures that provide disparate voting rights to different groups of shareholders with similar economic investments (e.g. subordinate shares, multiple voting shares) are objectionable.

Voting Guidelines

- MBI will vote AGAINST proposals to create a new class of common stocks, particularly dual-share classes with unequal voting rights.
- MBI will vote FOR proposals to remove any dual-share class system with unequal voting rights.
- When dual shares with multiple voting rights are present, MBI will vote FOR proposals that may encourage or endorse subordinate voting shareholders to reserve rights to a board member.

f) Reincorporation Proposals

Proposals to change the company's jurisdiction of incorporation should be evaluated holistically, considering factors such as the company's stated reason for incorporating, a comparison of the governance provisions, and a comparison of the jurisdictional law. Accordingly, reincorporation provisions with positive financial implications and/or positive governance implications may be supported. However, reincorporation proposals designed to protect management and/or directors' interest over those of shareholders in the event of a takeover bid will not be supported.

6. Environmental and Social Issues

MBI considers that companies with strong governance practices that effectively manage the environmental and social material impact of their business activities are more likely to remain competitive and create long-term value for investors and our society. As such, proxy ballot issues addressing environmental, social and governance (“ESG”) issues are carefully evaluated on a CASE-BY-CASE BASIS and based on the international conventions to which Canada is a party, including the *Universal Declaration of Human Rights* and the *International Labour Organization Declaration on Fundamental Principles and Rights at Work*.

MBI’s approach to evaluate ESG proposals cover a wide range of topics, including environment and energy, workplace and board diversity, consumer and product health & safety, labor standards and human rights, as well as corporate political issues. Also, MBI considers that the Value Reporting Foundation’s Sustainability Accounting Standards Board (“SASB”) provide effective guidance on sector-specific disclosures that companies can leverage to identify and disclose sustainable development issues of material impact to them.

a) Climate-related Risks

Proposals on a company’s transition plan to a lower-carbon economy will be evaluated on a CASE-BY-CASE BASIS. MBI will generally support proposals requesting additional disclosures on climate-related risks and opportunities from companies.

Voting Guidelines

- In general, MBI will vote FOR resolutions requesting a company to disclose information on the financial, physical, or regulatory risks and opportunities it faces related to climate change on its operations and investments.

b) Biodiversity and Nature-related Risks

Proposals relating to biodiversity and nature-related risks will be evaluated on a CASE-BY-CASE BASIS, considering the materiality of these issues to the company’s operations and sector. MBI recognizes that biodiversity loss and ecosystem degradation represent systemic risks to long-term value creation by businesses who rely directly and indirectly on the natural environment and the goods and services it provides.

In line with evolving international standards and disclosure frameworks such as the Taskforce on Nature-related Financial Disclosures (TNFD), MBI generally supports proposals that encourage companies to disclose and monitor nature-related dependencies, impacts, risks, and opportunities, when material to their business activities and value chain, considering sectoral and geographical context.

Voting guidelines

- In general, MBI will vote FOR proposals requesting a company to disclose, assess, or set targets on its material biodiversity and nature-related risks, dependencies, and impacts, provided such reports can be produced at a reasonable cost and are proportionate to the company's industry, geography, or risk profile.
- MBI will consider the relevance and reasonableness of disclosure requests, and assess all biodiversity and nature-related proposals on a CASE-BY-CASE BASIS, taking into account specific company circumstances, sector standards, and the potential impact on long-term shareholder value.

c) Workplace and Board Diversity

MBI believes that diversity, equity, and inclusion (“DEI”) contributes to the success of any company by bringing better opportunities to attract and retain innovative and qualified talent. As such, MBI supports companies committed to advancing a culture of diversity and inclusivity.

Voting Guidelines

- In general, MBI will vote FOR proposals requesting a company to disclose its diversity policies or initiatives, at both the workplace and the board, when such reports can be produced at a reasonable cost.

d) Consumer and Product Health & Safety

Proposals for additional disclosures and adoption of best practices related to product and consumer health and safety will be supported. Companies are expected to comply with local and international standards.

Voting Guidelines

- In general, MBI will vote FOR proposals requesting a company to report on its policies, initiatives and procedures, as well as oversight mechanisms related to toxic/hazardous materials and/or product safety in its supply chain.

e) Labour Standards and Human Rights

Proposals advocating for the respect for labour standards and human rights shall be supported. Proposals should be based on the international conventions to which Canada is a party, including the *Universal Declaration of Human Rights* and the *International Labour Organization Declaration on Fundamental Principles and Rights at Work*.

Voting Guidelines

- In general, MBI will vote FOR proposals requesting disclosures on a company's or company supplier's labour and/or human rights standards and policies.
- MBI will vote FOR requests on workplace safety reports, including reports on accident risk reduction efforts.

f) Political Activity

Proposals related to political issues will be considered on a CASE-BY-CASE BASIS.

Voting Guidelines

- In general, MBI will vote FOR proposals encouraging companies to disclose lobby contributions and/or contributions made to political parties and candidates.
- In general, MBI will vote AGAINST proposals seeking a company's endorsement of a particular public policy position. Endorsing a set of principles may require a company to take a stand on an issue that is beyond its own control and may limit its flexibility with respect to future developments.

7. Voting in Foreign Markets

Corporate governance standards, disclosure requirements, and voting mechanics vary greatly among the markets outside of Canada in which we may invest. Where applicable, votes will be used to advocate for improvements in governance and disclosure by our portfolio companies. Issues presented to shareholders with respect to foreign holdings will be evaluated in the context of the Guidelines, as well as local market standards and best practices. Voting will be done in a manner philosophically consistent with the Guidelines, while considering differing practices by market. In addition, there may be instances in which we will elect not to vote, as described below.

Many foreign markets require that securities be blocked or reregistered to vote at a company's meeting. Absent an issue of compelling economic importance, we will generally not be subjected to the loss of liquidity imposed by these requirements.

The costs of voting (e.g., custodian fees, vote agency fees) in foreign markets may be substantially higher than for Canadian holdings. As such, we may limit our voting on foreign holdings in instances where the issues presented are unlikely to have a material impact on shareholder value.

8. Voting on a Fund's Holdings of Other Funds in the Family

Certain MBI funds ("owner funds") may, from time to time, own shares of other MBI funds ("underlying funds"). If an underlying fund submits a matter to a vote of its shareholders, votes for and against such matters on behalf of the owner funds will be cast in the same proportion as the votes of the other shareholders in the underlying fund.

9. Securities Lending

In general, MBI does not vote proxies that a client has authorized their custodian to use in a securities lending program, which passes voting rights to the party with possession of the shares. In exceptional circumstances, for example, when the client specifically requests MBI to vote the shares on loan, MBI may determine to recall the shares and vote the proxies itself.