ADDENDA CAPITAL

Proxy Voting Policy

CREATED: DECEMBER 2009
LAST REVIEW: JULY 2021

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1. Introduction

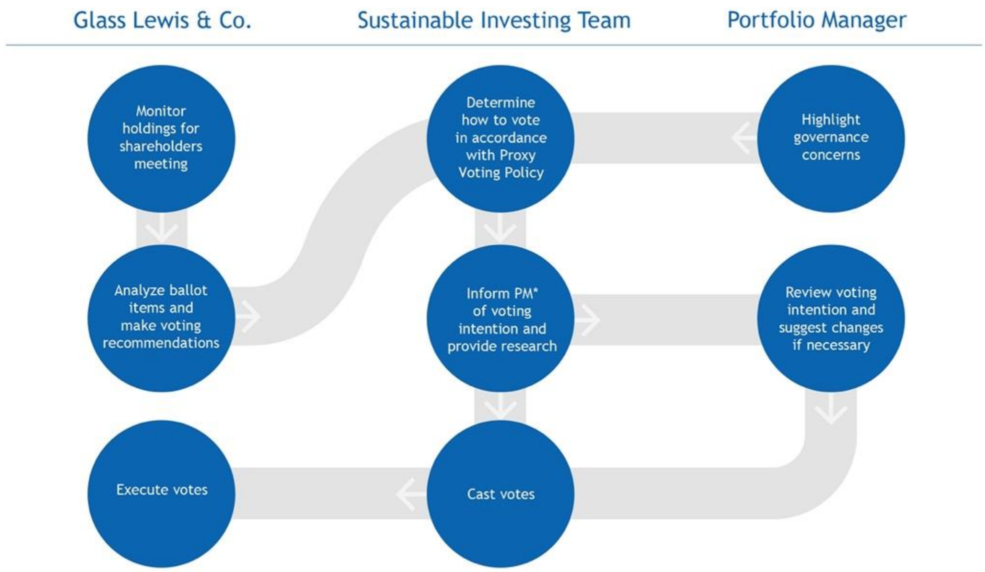
Shareholders of public companies have a right to vote on proposals brought before them at annual and special meetings. The right to vote is one of the most important rights a shareholder has, and with that right comes the responsibility for Addenda to cast votes in a manner that will support the protection and enhancement of the long-term value of investments for our clients and other stakeholders. Addenda usually votes "by proxy" by instructing someone to vote our clients' shares in accordance with our instructions which are based on the guidelines outlined below. We will, if necessary, attend a meeting to vote in person.

2. Why is Proxy Voting Important?

Voting at shareholder meetings is one of the most important methods by which Addenda can affect governance, communicate preferences and signal confidence or lack of confidence in a company's management and oversight. Our emphasis on voting is based on the evidence that companies that have good corporate governance are likely to sustainably generate more long-term value for their shareholders and other stakeholders than similar companies with inferior corporate governance.

3. Proxy Voting Process

Our proxy voting process is focused on promoting the long-term performance and sustainable success of companies for shareholders and other stakeholders. We consider each ballot item, with the help of Glass, Lewis, & CO., and determine how to vote in a manner consistent with the guidelines outlined below. Portfolio managers have full authority for votes relating to securities in the portfolios they manage.



4. Proxy Voting Guidelines

The voting guidelines set out below are general in nature. Each ballot item will be considered individually and assessed on its merits. There could be particular aspects of any given ballot item that could cause us to vote differently than the guideline. In each case, our vote will be intending to enhance the best long-term interests of our clients with consideration of the interests of other stakeholders. The guidelines establish how we intend to vote on some commonly raised or contentious issues. They do not cover all situations. In situations not covered by the proxy voting policy, we will make a judgement call keeping with the spirit of the voting guidelines, which could result in votes against management.

Where a client with a segregated account has provided specific proxy voting guidelines, Addenda will vote in accordance with those guidelines. Otherwise, we will vote in accordance with the guidelines set out below.

Some of Addenda's segregated accounts and pooled funds may, subject to their respective investment policy, participate in securities lending which results in the inability to vote shares that are out on loan on the record date. We will seek to recall all securities in order to cast our vote on all matters in which we are eligible to vote.

Issue	Voting Guideline

Boards of Directors

Boards should be composed of effective directors who contribute to the full range of skills, education and expertise needed. A majority of directors should be unrelated to the company. Addenda will vote for directors on a case-by-case basis, taking into consideration these guidelines and the long-term performance of the company and the directors.

1. Independence	If the board is not comprised of at least 2/3rds independent directors, we will oppose the election of non-independent directors. If there are non-independent directors on the audit, compensation, nominating or governance committee, we will oppose the election of the non-independent directors. For controlled companies, where the CEO is not related to the controlling shareholder, the number of related directors should be proportional to the controlling shareholder’s ownership share, up to a maximum of 2/3 non-independent directors. A director is independent if they have no direct or indirect material financial or familial connections with the company, its executives, its independent auditor or other board members, except for service on the board and the standard fees paid for that service. Employee relationships within the past five years and other relationships within the past three years are generally considered to be current.
2. Election of directors	Support majority voting standard for the election of directors. Oppose the election of the chair of the committee responsible for recommending governance practices if not every director is up for election each year.
3. Independent chair	Support proposals for the separation of Chair and Chief Executive Officer roles. Oppose the election of the chair of the board if they are not independent and the board does not have a lead independent director.
4. Board committee accountability	Support committee chairs reporting personally to shareholders.

5.	Directors' insurance and indemnification	Support adequate insurance and indemnification subject to actions being taken in good faith.
6.	Size of board	Support board size of 7 to 15 members for optimum effectiveness.
7.	Director attendance at meetings	Support disclosure of attendance record for each director at board and committee meetings. Oppose election of directors who attend less than 75% of their board and committee meetings without a reasonable explanation.
8.	Independent auditors	Oppose auditor ratification if non audit fees exceed 25% of total fees paid to the audit firm.
9.	Effective boards	Oppose election of directors who appear to have too many commitments to fulfill their duties as directors by • serving as an executive of a public company while serving on more than two widely held public company boards (except on the board of the company for which they serve as an executive); or • serving on more than four widely held public company boards; unless the company provides sufficient rationale for their service on the board. Subsidiaries will be counted as separate boards, but the exception for executives will also apply for subsidiaries that are more than 50% controlled by the company on which the director is an executive.
10.	Diversity on boards	Support director recruitment processes and director nominations that enhance board effectiveness by inducing adequately diverse boards. Aspects of diversity to be considered include gender, ethnicity, and Indigenous identity. Oppose the election of the chair of the board committee responsible for director nominations when: • The board is not comprised of at least three women and three men, meeting a threshold of 30% female and 30% male board members; or • The company has not publicly disclosed a board diversity policy that includes a measurable goal or target to reach this thresholds within a reasonable period of time.

Executive and director compensation

Executive and director compensation should be tied to performance in a way that aligns with the long-term interests of the company. Addenda will vote on compensation on a case-by-case basis, taking into consideration these guidelines and the connection between pay and company performance.

11. Executive compensation design	Support executive compensation that is linked to specific objective measures of the company's operational and financial performance that is disclosed and is in the long-term best interests of the company. Support linking executive compensation to reasonable measures of performance on social and environmental issues that are likely to enhance long-term corporate financial performance in addition to traditional measures of financial performance. Oppose executive compensation that does not include long-term incentive awards for which the majority of the value is based on performance metrics that are measured over at least three consecutive years. Addenda will focus on one problematic executive compensation practice each year agreed upon by all portfolio managers. Every time we encounter that practice, we will write to the chair of the board committee overseeing executive compensation to express our concerns and urge better compensation practices. Oppose the election of members of a compensation committee that failed to initiate changes to executive compensation design when we did not support the prior advisory vote on executive compensation and it did not win majority approval.
12. Equity-based compensation	Support compensation through shares and deferred shares that aligns shareholder interests with executive and director interests. Oppose: • Repricing stock options or reissuing of underwater options; • Total potential dilution above 10% of equity compensation plans; • Annual grants of more than 2% of outstanding shares; • Stock options for non-executive directors.

13.	Loans to management and directors	Oppose preferential loans or loans secured by or granted for company shares.
14.	Severance benefits	Oppose excessive severance benefits. Oppose “single trigger” severance benefits.
15.	Share ownership	Support share ownership requirements for directors and executives.
16.	Quantum of compensation	Oppose compensation plans where the amount of compensation awarded to the CEO or other senior executives is excessive in light of all the relevant circumstances.

Shareholder Rights

Wherever possible, Addenda will vote for proposals that defend rights of shareholders and against proposals that may hinder them.

17.	Disclosure of shareholder vote results	Support disclosure of results of all shareholder votes within a reasonable time.
18.	Super-majority voting	Oppose super majority voting requirement which can have the impact of making it impossible to achieve sufficient votes under usual shareholder meeting conditions.
19.	Dual-class shares	Oppose dual-class share structures.
20.	Linked proposals	Oppose proposals that link more than one issue together if at least one of the issues would be opposed according to these guidelines except if the overall effect of the proposals would benefit the long-term performance of the company.
21.	Confidential shareholder voting	Support.
22.	Other business proxies	Oppose approval of unspecified “other business,” requests for open-ended proxies to management for other business.
23.	Acting by written consent	Support taking action by written consent in place of a meeting as it is a means for shareholders to raise

		important matters outside the normal annual meeting cycle.
24.	Right to call a special meeting	Support this proposal when the aggregate required ownership to call a meeting is more than 10%.
25.	Proxy access	Support binding proposals with reasonable ownership thresholds and caps on the number of shareholder nominated seats at 25%.

Takeover Protection

Takeover protection can take various forms including poison pills, increasing authorized shares, blank cheque preferred shares, crown jewel defence and greenmail. Addenda will review transactions on a case-by-case basis.

26.	Takeover protection	Oppose measures that entrench management. Support those that are in the best interest of minority shareholders.

Environmental and Social Issues

Companies face significant financial, legal and reputational risks resulting from poor environmental and social practices, or negligent oversight thereof. Addenda views the identification, mitigation and management of environmental and social risks as integral components when evaluating a company's overall risk exposure.

27.	Disclosure of risks and management practices	Support reasonable requests for increased disclosure of risks and management practices related to or arising from social, environmental and ethical issues.
28.	Standards and business practices	Support adherence to internationally recognized norms and conventions and the adoption of policies and practices regarding environmental and social issues that are likely to enhance long-term corporate financial performance.
29.	Climate change	Support reasonable requests for increased public disclosure of risks related to climate change and management practices intended to address those risks. Support requests to adopt cost-effective greenhouse gas emissions reductions. Support requests for corporate strategies and business plans that are consistent with limiting the global temperature rise to 2°C above pre-industrial levels.

		Support requests to end lobbying against (or otherwise obstructing) policy supportive of limiting the global temperature rise to 2°C above pre-industrial levels.
30.	Political contributions	Support reasonable requests to improve disclosure of political contributions and trade association spending and the company's related policies and practices.
31.	Diversity and inclusion policies	Support implementation and disclosure of diversity and inclusion policies and practices.
32.	Human rights policies	Support implementation and disclosure of human rights policies.
33.	Environmental expertise on boards	Support the nomination of directors with environmental expertise to boards of companies in industries with significant environmental issues associated with their operations.
34.	Board oversight of environmental and social risks and opportunities	Oppose the chair of board if there is no evidence of board oversight of environmental and social risks.

Additional Note on Shareholder Proposals

In the event that there are shareholder proposals where the spirit of the proposal is in line with our policy but the terms are excessively restrictive, we will abstain from voting in lieu of voting against the proposal entirely. We will oppose the election of directors that fail to implement measures to address shareholder proposals that we supported and won majority approval.

5. Amendments and Reviews

Date of Modification	Amendments/Reviews
December 2009	Creation
June 2019	Review
December 2019	Amendment
May 2021	Amendment
July 2021	Review and Amendment