Proxy Voting Policy

Introduction

This policy explains the principles and processes we adopt when voting shares owned by the Orbis Funds. It also explains how we deal with conflicts of interest and the availability of our voting record.

Orbis, as Investment Manager, recognizes that voting rights are an important benefit to equity investors and will exercise those voting rights in a manner we believe is consistent with the best interests the Funds.

Affected Parties

Orbis analysts, legal counsel and the internal proxy administrator are affected and should be aware of this policy.

Policy

Our guiding principle in voting Orbis Funds’ shareholdings is the same one that governs all our actions: Orbis will always strive to act in what we believe are the best long-term economic interests of the Funds and their investors. We will consider all aspects of proposals being put to the vote. This includes broader social and political ramifications, but in the context of their impact on the long-term value of the companies in which the Funds are invested. Orbis has chosen not to adopt a prescriptive set of rules for proxy voting as we believe this would limit our flexibility as Investment Manager to maximize the interests of our clients. In terms of proxy voting, we are an “active” rather than an “activist” investment manager.

The Voting Decision

Just as we would never delegate stockpicking to a third party, we believe that an investment manager should not delegate its voting decision. We do not outsource any of the decision-making to a third party proxy adviser, we have no predetermined rules and we do not just “tick the boxes”. We believe that being actively engaged in the voting decision is in keeping with our investment philosophy and the long-term interests of the Funds and their investors.

Our equity analysts review proxy voting material prior to voting shares owned by the Orbis Funds. They determine whether or not each of the proposals to be voted on is in the best interest of the Orbis Funds and their investors. Examples of the latter might include proposals which reduce shareholder rights, shareholder influence over the company or impair shareholder value. In making their decision, analysts may draw upon their existing knowledge of the company and, where appropriate and practicable, speak directly to company management concerning proposals. We take an all-inclusive view,
including assessing the impact of our actions on our ability to communicate effectively with management.

Our analysts also have access to detailed proxy research from Glass Lewis, the leading independent governance analysis firm which covers over 18,000 companies worldwide.

Following the review, the responsible analyst will make a voting recommendation to the Investment Managers of the Funds holding shares in the company. Where the analyst or our internal proxy administrator considers it appropriate, the Chief Investment Officer will review these recommendations prior to Orbis giving voting instructions.

**Abstaining**

Where the responsible analyst concludes that our vote is immaterial to the company’s prospects the Investment Manager may refrain from voting. In these circumstances we believe that our resources are best focused on matters that are more productive for our clients. We may also abstain in instances where corporate governance is not directly relevant to the investment process. However, our internal proxy administrator reviews all proposals to be voted on, and in situations where we believe a proposal significantly affects the interests of our clients, we may vote regardless of the size of our holding in the company or the relevance of governance to the investment decision.

**Conflicts of Interest**

On rare occasions potential or actual conflicts of interest may arise. This could occur, for example, where a company whose equity is held in one or more of the Orbis Funds is also invested in an Orbis Fund or has a business relationship with Orbis, perhaps as a custodian or broker-dealer. When determining how to vote a shareholding, the analyst will review the proposals to be voted on purely on their own merits without giving any weight to the interests of Orbis or any particular investor or business associate.

**Voting Record**

A quarterly proxy voting record for each Orbis Fund is available to Fund investors via our website. This report records how Orbis voted on all proposals on which we elected to vote.

**Best Practice Codes**

Our approach to corporate governance is applied across all investment markets in which we participate and is in keeping with the aims of emerging best practice codes, including the FRC UK Stewardship Code. Individual offices may adopt additional policies and procedures as required in order to meet local regulatory or market expectations.

Effective from January 2017.