

CHAPTER 14 – PROXY VOTING POLICIES AND PROCEDURES

DGI have written these policies and procedures to ensure proxies and voted in our clients' overall best interests. These policies sit alongside

- the DGI Stewardship Policy
- the DGI Environmental, Social and Governance Policy
- the DGI Compliance Manual

Policy

DGI undertakes to vote all client proxies in a manner reasonably expected to ensure the client's best interest is upheld and should a conflict of interest exist vote in a manner that does not substitute the client's best interest for that of the Firm.

Approach

In making the decision to invest client long term funds we anticipate that the goals of those clients will be aligned with those of the approximately 70 investee companies we will have at any given time. However this does not mean that we will always vote with management on issues where we see those interests are not aligned in any aspect of business strategy. In these cases we will engage positively with the company and if necessary vote against the proposal. Over time if we find despite voting against a proposal that things are no better we are likely to seek alternative investments and sell those shares for clients.

While each research analyst is responsible for reviewing the proxy voting materials, common and recurring themes found across companies will be discussed and agreed at the DGI Portfolio Review Control meeting chaired by the Managing Partner. Guidelines will then be issued to ensure voting consistency on these issues common amongst companies and serve as evidence that a vote was taken in accordance with a pre-determined view and not the product of either a conflict of interest or a determination to support management.

Given the limited number of companies in which client funds are invested – around 70 – DGI will seek to avoid a blanket voting approach preferring to address each on a case by case basis as guided by the research analyst, any common guidance as noted above and the ESG work done internally on the company.

If a conflict of interest were to arise between the client and the Firm we will undertake to vote the proxy in the client's continued best interest. We have a stated policy on Conflicts of Interest within our Compliance Manual to provide internal guidelines should this arise.

There may be circumstances or situations that may preclude or limit the manner in which a proxy is voted. These may include

- Funds whereby voting may be controlled by restrictions within the fund or the actions of authorised persons.
- Some Global equities where the benefit of voting a proxy does not outweigh the costs of doing so.

- Accounts or stocks in transition where the holding may be sold in the near term thereby limiting the benefit to be obtained by a vote.

In summary our goal will be to vote proxy material in a manner that we believe assists in maximizing the value of the client's portfolio and in line with our ESG and Stewardship policies.