

## **Kairos Investment Management Limited**

### **Proxy Voting Policies and Procedures**

Investment Managers are expected to develop adequate and effective strategies for determining when and how any voting rights held in each relevant client's portfolios it manages are to be exercised, to the exclusive benefit of the client concerned and its investors.

The policy, set out below, determines the measures and procedures for:

- monitoring relevant corporate actions;
- ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant client;
- preventing or managing any conflicts of interest arising from the exercise of voting rights.

A summary description of the strategies and details of the actions taken on the basis of those strategies is made available to the investors on their request.

#### **Policy**

During the course of carrying out Kairos Investment Management Limited's ("KIML" or the "Firm") activities as an investment manager, KIML, dependent on whether it holds the voting rights, may exercise voting rights held within the portfolio, on behalf of each relevant client of the Firm (each a "Client"). Any voting rights must be voted with diligence and care and whenever voting rights are exercised it must be for the sole benefit of the Client concerned and the Client's underlying investors.

#### **Monitoring Relevant Corporate Actions**

For each of the Clients managed by KIML where it holds the voting rights, the relevant custodian or prime broker will inform KIML of any corporate actions relating to the securities held directly by the Client. Participation in these corporate actions by those holding voting rights is made available through the Firm's Operations team. Information pertaining to the corporate action is then passed to the relevant investment professionals at KIML who will assess the proposed corporate action and determine which course of action would be in the best interests of the Client and its investors. Once a decision has been made Operations are instructed via email. The Operations Team receives the decision and it is communicated to the custodian/prime broker who will then make the relevant election.

### **Voting Rights Exercised in accordance with the Investment Objective and Policy of the Relevant Clients**

It is the policy of KIML to vote proxies in the interest of maximizing value for its Clients. Consideration will be given to both the short and long term implications of the proposal to be voted on when considering the optimal vote. The Portfolio Manager and team responsible for each security will be contacted whenever there is a proxy vote, to determine the appropriate vote to be cast. At times, KIML may determine it is in its Clients' best interests to abstain from voting. Notwithstanding the foregoing, KIML generally votes in favor of the management of companies for which the proxies are being voted. Whenever KIML does not vote in favor of management, or abstains from voting, the decision will be documented.

### **Conflicts of Interest**

KIML is aware that conflicts of interest could arise between itself and its Clients in the exercise of voting rights. KIML takes into consideration whether it will be subject to any material conflict of interest in connection with each vote. Members of staff must notify the Compliance Officer if they are aware of any material conflict of interest associated with a vote. Examples of where conflicts of interest could arise include the following:

- Where KIML or an affiliate has a financial interest in the outcome of the exercise of a voting right;
- Where an issuer or some other third party offers KIML or a member of staff compensation in exchange for voting in a particular way; and
- Where a member of staff, or other relevant person has a personal or business relationship with an issuer.

### **Procedure**

KIML shall ensure that it is the designated party to receive proxy voting materials.

Operations shall receive all proxy voting materials and shall be responsible for coordinating with the analyst responsible for the security and ensuring that proxies are voted and submitted in a timely manner.

In addition to discussions with analysts, the Operations team checks whether any Kairos staff member is a director of that company to help to determine whether any conflicts of interests exist.

If a potential material conflict is identified, KIML will determine whether voting in accordance with the voting guidelines and factors is in the best interests of the AIF and its investors. KIML will also determine whether it is appropriate to disclose the conflict to the affected client and give the AIFs (and/or its underlying investors) the opportunity to exercise these voting rights themselves.

Provided that no material conflicts of interests are identified, KIML shall vote proxies, or abstain from voting, according to the policy set forth above.

If a material conflict of interest is identified, a member of the Operations team shall notify the above mentioned individuals to determine how such proxy will be voted.

A member of the Operations team shall record on the Proxy Voting Register all proxy votes and certain other relevant details.

The following information must be kept in relation to each vote:

- The issuer's name;
- The security's ticker symbol or CUSIP, as applicable;
- The number of shares that KIML voted;
- A brief identification of the matter voted on; and
- How KIML cast its vote (for the proposal, against the proposal, or abstain).

The Compliance Officer shall periodically review the Firm's records to ensure that actual proxy voting practices are consistent with this policy.

*Kairos Investment Management Limited*  
*6th November 2020*

