SKERRYVORE GLOBAL EMERGING MARKETS EQUITY STRATEGIES

# Engagement & Proxy Voting

## Policy and Guidelines

As of 30 June 2026



Skerryvore
ASSET MANAGEMENT

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# Engagement & Proxy Voting

## Policy and Guidelines

Skerryvore Asset Management Ltd ("Skerryvore" or Skerryvore Asset Management") is an investment manager authorised and regulated by the Financial Conduct Authority in the UK and is registered as an investment adviser with the U.S. Securities and Exchange Commission ("SEC"). Skerryvore provides emerging market focused strategies to institutional clients and funds globally.

Per the FCA's rules in the Conduct of Business Sourcebook, specifically, COBS 2.2B.5R, Skerryvore is required to either develop and publicly disclose an engagement policy that meets the requirements of the Shareholder Rights Directive ('SRD II') or to publicly disclose a clear and reasoned explanation of why it has chosen not to develop an engagement policy that meets the SRD II requirements. In addition, per the Proxy Voting by Investment Advisers, Investment Advisers Act Release No. 2106 (January 31, 2003), the SEC noted that, 'The federal securities laws do not specifically address how an adviser must exercise its proxy voting authority for its clients. Under the Advisers Act, however, an adviser is a fiduciary that owes each of its clients a duty of care and loyalty with respect to all services undertaken on the client's behalf, including proxy voting. The duty of care requires an adviser with proxy voting authority to monitor corporate events and to vote the proxies.'

This policy document summarises the approach taken by Skerryvore with regards to investee engagement and how we meet the requirements of SRD II and covers all client funds and segregated accounts, collectively the 'clients', for which Skerryvore serves as investment manager or adviser and has voting discretion over the client's assets.

# Introduction

As long-term investors with a fiduciary duty to be responsible stewards of our clients' capital we look to maximise returns and in doing so address any sustainability risks to overall performance from investee companies.

## Our Principles

Skerryvore operates with a set of sustainability principles which are integral to our investment philosophy and process. These broad principles seek to reduce risk, both in the short and long term, and in our clients' best interests. As such they also inform our engagement and proxy voting policy.

### SUSTAINABILITY PRINCIPLES

1. We will seek to own businesses we believe are sustainable
2. We will seek far-sighted companies that see sustainability as a competitive advantage
3. We will seek to address new concerns through engagement or divestment
4. We will actively engage with companies to promote a range of recognised global standards
5. We will encourage better transparency and work with those who promote it
6. We cannot ask companies to behave sustainably if we do not do so ourselves

We believe stewardship plays an important role in the managing of sustainability risks and other environmental, social and corporate governance (ESG) factors, and that our engagement and proxy voting activity support the realisation of long-term value for our clients.

For more information on how Skerryvore integrates the assessment of sustainability into the investment process, please refer to our Sustainability & Stewardship Policy and Guidelines document, which can be found on the Sustainability section of our website.

Please note we do not have a sustainability objective, and we do not put sustainability above investment returns. The strategies take into account ESG considerations, but only to the extent that they financially affect the investment.

# Engagement

## AN INTEGRATED APPROACH

The sustainable behaviour of a company forms an equal part of our investment research and is evaluated alongside alignment, franchise and financial considerations.

Skerryvore seeks to engage with the leaders of a company to better understand their attitude towards their specific sustainability challenges. We look to identify management teams that continually assess the challenges their businesses face including; competitive, industry, societal or environmental. Understanding why certain courses of action or decisions have been made creates the foundation on which meaningful engagement can occur.

Skerryvore also engages with investee companies as part of the voting process on matters for approval by a company's shareholders. Where a particular issue arises as part of the voting process, we will typically engage with the company to clarify the rationale if it is not apparent, and where we believe the resolution is potentially not in the interest of minority shareholders.

Company research reports and sustainability reviews are generated and managed within Skerryvore's report management system by the investment team. Alongside these, company meeting feedback and proxy voting evaluation reports are produced and logged, allowing for effective and timely peer review within the investment team, and to prioritise and monitor action.

## MONITORING INVESTEE COMPANIES

Skerryvore regularly monitors investee companies across a range of factors, including, but not limited to, strategy, financial and non-financial performance, sustainability risk including ESG factors, and capital structure.

In addition, investee companies are monitored by our independent risk team for quarterly investment risk review meetings where the investment team can be challenged on the sustainability characteristics of these and the strategy as a whole.

## CONDUCTING DIALOGUES

Skerryvore will seek to engage promptly with investee companies on any matters that could affect sustainable long-term returns and will look to do so in a constructive manner with a view to influencing change. Whilst not activist investors, we engage with a view to supporting our decision-making process and a desire to influence change. Where engagement activity is deemed unsuccessful in mitigating or reducing adverse sustainability impacts, Skerryvore will consider escalation through:

(a) Writing to or meeting with the chairperson or lead independent director;

(b) Voting against directors who, in our opinion , are not providing appropriate oversight;

(c) Wider engagement with other investors;

(d) Making our views public; or

(e) Reducing and/or divesting the holding in the investee company.

Where the engagement process is deemed unsuccessful in mitigating or reducing adverse sustainability impacts, over a 5-year period at most, we will look to divest in an orderly manner.

Skerryvore's lead portfolio manager has the ultimate decision-making responsibility for sustainability related matters with respect to the portfolio.

## CO-OPERATING WITH OTHER SHAREHOLDERS

In line with Skerryvore's policy, engagement and subsequent escalation may be undertaken directly or as part of collaborations with other investment institutions.

## COMMUNICATING WITH OTHER STAKEHOLDERS

Skerryvore's investment-led Sustainability & Stewardship Working Group focuses on the policies, processes and data used to ensure multi-regional regulatory compliance and to produce transparent and consistent evidencing and communications to all stakeholders, particularly as requirements from these evolve over time.

In addition to investment activity and performance, quarterly client reporting provides highlights on engagement and proxy voting including significant votes. Skerryvore also produces an Annual Voting Summary and annual Skerryvore Review containing insights and engagement activity highlights along with corporate engagement and proxy voting summary statistics.

Find our most recent Annual Voting Summary and annual Sustainability Report on the Sustainability section of our website.

# Proxy Voting

Proxy voting is an area where we can have a direct influence on the management of investee companies. This can also provide a useful means of engagement as part of our active management approach.

## Proxy Voting Procedures

Each proxy is evaluated by Skerryvore on a case-by-case basis, and we will use best endeavours to vote on all issues where we have authority to do so. We aim to apply our sustainability principles consistently across companies and topics, and therefore support proposals that in our judgement are likely to:

- Encourage a long-term approach to decision-making
- Promote strong alignment, resilient franchises, and robust financials
- Mitigate the risks to the sustainability of a company

Skerryvore subscribes to proxy advisory and voting services offered by ISS. ISS provides research and analysis on stocks for Skerryvore's portfolios, votes ballots through its online portal, and provides recommendations on each agenda item.

Skerryvore does not automatically accept prepopulated responses provided by ISS, nor automatically submits clients' votes. Instead, a voting decision is made after analysis by an investment team member that includes consideration of our internal guidelines, third-party analysis, and discussion of key issues by the broader investment team.

In the event that there is a decision to vote against the policy or management, a written explanation of the rationale is provided. Reports on proxy voting history are published on the website on an annual basis.

Find our most recent Annual Voting Summary on the Sustainability section of our website.

## Proxy Voting Guidelines

Although Skerryvore considers each proxy on a case-by-case basis, we consider internally generated guidelines on certain specific common proposals that are consistent with our sustainability principles. The investment team may deviate from these guidelines if doing so is in the best interests of our clients, and this would be discussed among the investment team and recorded in the voting rationale.

### BOARD OF DIRECTORS

Skerryvore generally supports the election of directors who contribute to a board that is empowered to hold management to account.

**Independence of directors**

Skerryvore is cognizant of different corporate governance standards and may disagree with proxy advisory services on independence when we believe a director's presence is beneficial to the governance of the investee company.

**Overboarding**

Where Skerryvore is of the opinion that a director is not committing enough time to the role, then we are unlikely to vote to re-elect the candidate.

**Bundling of directors**

Skerryvore tends to vote against bundled elections of directors as it can disenfranchise shareholders, limiting their ability to object to specific individuals.

**Board size changes**

Skerryvore considers each proposal on a case-by-case basis and will vote against proposals where we believe a change in board size reflects poor corporate governance.

## REMUNERATION

Skerryvore encourages compensation plans that foster an ownership mindset among employees and that are in the long-term best interests of minority shareholders. Skerryvore typically votes against plans that would result in excessive dilution to shareholders.

## PROTECTION OF MINORITY SHAREHOLDERS

Skerryvore considers each proposal, such as related party transactions, on a case-by-case basis and will vote in favour of proposals that we believe are in the best interests of long-term shareholders.

## CHANGES TO CAPITAL STRUCTURE

Skerryvore tends to vote against proposals that (1) allow management to raise equity if the potential increase in share count is more than 10% and no specific reason for the capital increase is given, and (2) seek to waive shareholders' pre-emptive rights to participate in a capital increase. In rare cases where Skerryvore might accept waiving pre-emptive rights, a maximum potential dilution of 10% applies. Skerryvore generally approves share reissuances up to a 10% increase in share count.

## LACK OF DISCLOSURE

Where proposals are vague or poorly defined, Skerryvore generally seeks further information from the company and will vote against if proposals are not clarified.

## ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

Skerryvore evaluates each proposal on a case-by-case basis and generally votes against proposals that are not considered to be in the long-term interests of shareholders.

# Conflicts of Interest

Skerryvore's approach to conflicts of interest is disclosed in its Form ADV Part 2A at https://adviserinfo.sec.gov/firm/summary/330060. This Policy sets out the principles observed by Skerryvore in dealing with potential or actual conflicts of interest between Skerryvore and its clients and between one client and another. Skerryvore has a fiduciary duty to clients that requires all employees to act solely for clients' benefit.

Skerryvore maintains a Register of potential and actual conflicts. Both the Policy and the Register are reviewed at least annually by Skerryvore's Governing Body. An identified conflict that cannot be satisfactorily managed is disclosed to clients. Skerryvore has adopted a trade aggregation and allocation policy to ensure that clients are treated fairly. Skerryvore's Personal Account Dealing Policy prohibits all employees from dealing in shares of an Emerging Market stock, eligible watchlist stock or any security held in a client portfolio, or derivative(s) thereof. Other single name securities require pre-approval before a transaction can be executed. In addition, any trading in funds managed by Skerryvore must be approved in advance by Compliance.

Skerryvore's Code of Ethics requires staff to make quarterly declarations of any potential conflicts which, once identified, are added to the Register. The Code of Ethics further requires staff to avoid situations that have even the appearance of conflict or impropriety. This policy covers gifts received in the course of business, for which pre-approval must be sought if the value is in excess of £100. Employees are not permitted to receive certain gifts such as cash, lodging and rail or air travel.

Skerryvore typically exercises control over clients' proxy voting and potential conflicts might arise where:

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

Members of staff must notify the Chief Compliance Officer if they are aware of any material conflict of interest associated with a vote.

SKERRYVORE

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Stewardship Code and SRDII Disclosures www.skerryvoream.com/uk/uk-stewardship-code

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