



# Lingohr & Partner

ASSET MANAGEMENT GMBH

## PROXY VOTING POLICY

### I. General Background

a) Lingohr & Partner Asset Management GmbH ("Lingohr & Partner") follows a value-oriented and fundamentally-driven investment philosophy. Our investment approach is systematic, long-term oriented, and characterized by broad diversification. Lingohr & Partner invests exclusively in publicly listed equities. A typical global portfolio includes on average around 300 stocks.

b) Our stock selection process is based on country-specific multi-factor models to identify undervalued companies. In addition, we follow strict rules with regards to our buy and sell decisions. During the entire systematic investment process, we aim to exclude emotions and do not speak with the management of potential buy candidates. Consequently, Lingohr & Partner has since inception not been an activist investor on corporate governance issues. However, we decided a few years ago that it is in the best interest of our clients to retain an independent and internationally recognized proxy service provider.

c) Our client base extends globally across many countries and jurisdictions. Lingohr & Partner's corporate philosophy requires us to respect our clients' specific regulatory environment and requirements.

In accordance with our fiduciary duties Lingohr & Partner has adopted and implemented policies and procedures that we believe are reasonably designed to ensure that proxies are voted in the best long-term interest of our clients and shareholders in general

## II. Proxy Voting Guidelines

Lingohr & Partner's involvement in proxy voting for client accounts aims to respect the regulatory environment of each client. Taking into account the legal and regulatory background and statutory requirements of our clients, we implemented the following guidelines:

- a) If for regulatory and/or statutory reasons the client retains proxy voting authority, Lingohr & Partner has no proxy voting responsibility and may not take any action regarding those clients' proxies.
- b) If for regulatory and/or statutory reasons the client delegates its proxy voting responsibility to its external asset managers, Lingohr & Partner exercises its proxy voting responsibility through the retention of a third party proxy voting service, such as Broadridge Investor Communication Solutions, Inc. ("BICS"), unless otherwise agreed with the client. BICS assists in the implementation and administration of the proxy voting function by providing operational, recordkeeping and reporting services to Lingohr & Partner.

Lingohr & Partner has retained Glass Lewis & Co. to provide legal oversight, in-depth analysis, and recommendations on all proxy matters. Glass Lewis & Co. is internationally recognized as one of the leading independent providers of corporate governance information. Lingohr & Partner will rely on and vote according to the recommendations of Glass Lewis & Co.

In those exceptional situations where Glass Lewis & Co. does not provide any recommendation, Lingohr & Partner typically elects to abstain from voting the shares in question.

- c) Proxy voting in certain countries requires "share blocking." Shareholders wishing to vote their proxies must deposit their shares shortly before the date of the meeting with a designated depository. During this blocking period, shares to be voted at a meeting cannot be sold until after the meeting and the shares are returned to the clients' custodian banks. Absent compelling reasons to the contrary, Lingohr & Partner believes that the benefit to the client of exercising the vote is outweighed by the cost of voting (i.e., not being able to sell the shares during this period). Accordingly, if share blocking is required, Lingohr & Partner generally elects not to vote those shares.

### **III. Proxy Voting Responsibilities**

#### Operations

Lingohr & Partner's Operations Department has overall responsibility for setting up new mandates with BICS in its proxy voting system, Proxy Edge ("PE").

The Operations Department's responsibilities include the setup of standing instructions regarding proxy voting, the monitoring for un-voted ballots preparing, distributing and disclosing proxy reports for internal and external requests in coordination with Client Services.

#### Client Services

In some cases, country or company specific regulations require active participation of the client (e.g. signatures of the beneficial owner, individual powers of attorney or apostils). In these circumstances Lingohr & Partner's Client Services Department coordinates any required input by the client and will put forth its best effort to ensure the shares are voted according to the client's preferences.

#### Compliance

Finally, the responsibilities of Lingohr & Partner's Compliance Department include:

- Overseeing the internal set-up and third party service providers hired to process proxy votes;
- Ensuring required proxy records are retained according to applicable rules, regulations and internal policies;
- At least annually, reviewing proxy policy and voting guidelines and performing testing on procedures.

### **IV. Conflicts of Interest**

Despite using external service providers, occasions may still arise where a person or organization involved in the proxy voting process may have a conflict of interest. A conflict of interest may exist, for example, if Lingohr & Partner has a business relationship with (or is actively soliciting business from) either the company soliciting the proxy or a third party that has a material interest in the outcome of a proxy vote or that is actively lobbying for a particular outcome of a proxy vote.

Any individual with knowledge of a personal conflict of interest (e.g., familial relationship with company management) relating to a particular referral item shall disclose that conflict to Lingohr & Partner's Compliance Department. The Compliance Department will review each such item to determine if a conflict of interest exists and will draft a Conflicts Report for each item. This report describes any conflict of interest and discusses the procedures used to address such conflict of interest.



## **V. Record Keeping**

Proxy voting records will be maintained for at least five years.

At a minimum, the following records will be retained by Lingohr & Partner or BICS:

- a) A copy of the Proxy Voting Policies and Guidelines and Amendments that were in effect for the past five years;
- b) Electronic or paper copies of each proxy statement received by Lingohr & Partner or BICS with respect to securities in client accounts;
- c) Records of each vote cast for each client;
- d) Written reports to clients on proxy voting and of all client requests for information and Lingohr & Partner 's response.

## **VI. Validity**

This policy is valid with immediate effect and will be revised at least annually.

Erkrath,

January 16, 2018



**Lingohr & Partner Asset Management GmbH**