

## Proxy Voting Policy

This proxy voting policy sets out steps taken by Lindsell Train Limited (LTL) to ensure votes are cast in a manner consistent with the best interests of its investors and the objective of maximising long-term investment returns for clients.

LTL believes that companies that observe high standards of corporate governance and responsible business practices should increase their chances of survivability and their ability to generate long-term sustainable growth.

LTL is a signatory of the UK Stewardship Code 2020. Further information on how governance matters are assessed and considered within our investment process is set out in the Firm's Responsible Investment and Engagement Policy and our Annual Stewardship Report, both of which are made available on our website.

### Policy

The primary objective of the voting policy of LTL is to protect or enhance the economic value of the investments it has made on behalf of its clients. LTL will vote against any agenda item that threatens this economic value, in particular when we have concerns over inappropriate management remuneration or incentives, general corporate governance matters, environmental and social issues, changes in capital structure and mergers or acquisitions which are seen as detrimental to the creation of business value.

Where LTL has delegated voting authority from its clients, LTL recognises that the exercise of these voting rights is a fiduciary duty that must be exercised with skill, care, prudence, and diligence.

LTL believes that proxy voting forms an important part of our investment process and proactive company engagement strategy. LTL's Portfolio Managers maintain final decision making responsibility for all votes, based on their detailed knowledge of the companies in which we invest. LTL has appointed an independent proxy agent, Glass Lewis to assist with the administration of the proxy voting process. LTL's Investment Team use Glass Lewis' Viewpoint platform to process votes and provide enhanced reporting to our clients. Additionally, Glass Lewis provides supplementary research and analysis. LTL will give consideration to Glass Lewis' own voting recommendations but will not necessarily support their position if it is not viewed by LTL as in the best interests of our clients. Voting authority remains with LTL, with the exception of receiving specific client instructions.

LTL votes on behalf of its clients in accordance with its own Proxy Voting Guidelines (see Appendix A) which govern, under each voting category, whether to vote For, Against or Abstain. These guidelines are approved collectively by the Portfolio Managers and they are reviewed annually.

### Conflicts of Interest

Where a conflict of interest exists, LTL will take all necessary steps to disclose, address and resolve the conflict. Where those conflicts are sufficiently material, LTL will obtain written instruction or direction from clients with respect to voting the proxy. Conflicts of interest may include for example where LTL has a substantial business relationship with the issuer, or LTL is appointed investment manager to the issuer investment company.

## **Reporting**

Proxy voting results and related information in respect of securities held are reported to each relevant client at least quarterly. These reports include a summary of votes cast by LTL on behalf of clients together with a written description of reasons for voting not in line with management. Other reports, such as shareholder engagement issues, are provided to clients upon request.

LTL publicly discloses its proxy voting records on an annual basis. This report can be found on our website [www.lindselltrain.com](http://www.lindselltrain.com).

## Appendix A – Proxy Voting Guidelines

Our long-term approach generally leads us to be supportive of company management and for routine matters Lindsell Train Limited (LTL) typically votes in line with management recommendations. However, the primary objective of the voting policy of LTL is to protect or enhance the economic value of the investments it makes on behalf of its clients. LTL will therefore abstain or vote against any agenda item that threatens this position and where dialogue has not been effective.

### Audit/Financials, Board Related, Meeting Administration and Shareholder Proposals

LTL typically votes in line with management recommendations, where they are not expected to materially impact the long-term economic interests of shareholders. Such votes include, but are not limited to:

- Corporate administrative matters, financial budget and strategy, annual audited report, appointment and re-election of auditors, appointment and re-election of Directors.

Examples of where we may discuss a vote at greater length include: conversations regarding Director roles, dismissals or contentious appointments, and also votes relating to Board diversity.

### Capital Management and M&A

LTL typically votes in line with management recommendations on capital management matters and, in general, on M&A matters too.

Occasionally however there may be instances where we judge that a corporate restructuring, or a merger or acquisition, is not in the best interests of our shareholders and if engagement with the company does not have the desired effect, we will abstain or vote against management.

We have also considered using our voting power to cement our position, for example:

- Where a company's quest for a single quoted entity could have meant that our clients were forced sellers of shares at a time and price not of our choosing.
- To encourage a company to conserve cash by disinvesting non-core assets, and/or suspending dividends.
- When shareholders are at risk of not being treated equally.

### Remuneration

LTL pays careful consideration to the remuneration policies of the companies in which we invest. In assessing their remuneration policies, we focus more on how incentives are structured rather than the actual quantum of remuneration. In other words, we can be comfortable with large rewards provided that the incentives are aligned with shareholders' interests and our principles. Where we do not believe that a company's remuneration policy is aligned with the long-term best interests of the shareholders, we will write to management to inform them of our intention to abstain or vote against such policies.

As a minimum criterion we expect companies to demonstrate alignment with the following principles:

- LTL believes that long-term executive remuneration should be linked to measurable performance goals that are under the direct influence of the individual concerned. In this way, executive incentives are aligned to the contribution those executives make to the business and will likely differ depending on the executive's role. In principle we prefer performance measures based upon achievable long-term returns on capital.
- Long-term remuneration should be paid in cash. This is because remuneration in the form of equity linked awards has the disadvantage that the share price of the company at any point in time may be influenced by exogenous factors that are not under the direct control of the executive.
- Most particularly, we believe that independent, non-executive directors should be remunerated in cash. As a rough guideline, LTL would want to see more than 50% of total remuneration paid to independent, non-executive directors in cash.
- In addition, share-based awards, when based on options, although intended to align with shareholder interests, may not actually do so. Options should be reserved only for those who truly influence whole company performance and vesting periods should equal or exceed five years.
- Real alignment is best achieved when executives buy shares with cash in the same way as investors.
- We believe that the use of non-GAAP income - which excludes deductions for stock-based remuneration expense and related taxes - distorts the real profitability of the company and should therefore not be used as a basis for the measures to judge individual and corporate performance. We, like the accounting profession, regard the cost of stock-based remuneration as a true cost to the company and ignoring it overstates the level of profitability achieved.
- The potential dilution to existing shareholders must be fully considered when making decisions over the number of shares made available for stock-based remuneration. As a general principle, we regard an equity overhang of over 10% of the total shares in issue for any company as excessive and potentially detrimental to long-term shareholder interests.
- The amount of remuneration awarded to an executive should equate to the value they are judged to have created rather than on peer group comparisons, as this is self-reinforcing.

LTL may vote against/abstain as follows:

- Remuneration policies where Long Term Incentive (LTI) awards are not linked to underlying performance.
- When assessment of performance is based on non-GAAP measures which exclude the effect of share-based awards.
- If the minimum vesting period and holding period for awards granted under the plan is less than three years.
- If the minimum equity overhang of all plans, including the proposal being voted on, is more than 10% of issued share capital.

## Environmental and Social Issues

LTL typically votes in line with management recommendations, however, the primary voting policy of Lindsell Train is to protect or enhance the economic value of its investments on behalf of its clients. Lindsell Train will vote against any agenda that threatens this position. Aligned to this, we look to support shareholder resolutions that are expected to advance progress on our stewardship priorities, but only if the investee company has not already publicly committed to the action(s) requested in the proposal, this may include the following instances:

- Where they relate to the disclosure of material environmental (including climate related) and social factors (including ethical supply chains).
- Where there is a significant potential threat to shareholders' interests as a result of controversies, fines, penalties, or litigation associated with the company's environmental or social practices.
- Where there is risk of a company failing to meet their regulatory and legal obligations within the jurisdictions in which they operate.

In deciding our course of action, we will assess:

- If the proposal requests increased disclosure or greater transparency, whether reasonable and sufficient information is already currently available to shareholders from the company or from other publicly available sources.
- Whether the proposal is unduly burdensome (scope or timeframe) or overly prescriptive.
- Whether there is clear and material economic disadvantage if the issue is not addressed.

**Authorised members of the Investment Team with user access to Glass Lewis and permission to process votes as of January 2025.**

Name
Alexander Windsor-Clive
Ben Van Leeuwen
James Bullock
Madeline Wright