

PROXY VOTING POLICY

Document Control

a. Version Control / Revision History

This document has been through the following revisions:

Version	Date of Approval	Remarks / Key changes / Reason for Update
1	January 2019	Initial Version
1.1	February 2020	Annual review
1.2	May 2020	Policy Review
1.3	March 2022	Regular Review
1.4	February 2024	Regular Review

b. Authorisation

This document requires the following approvals:

Authorisation	Name
Initial Version	Board
Revisions	Managing Directors

1. Introduction

This Policy is based on fiduciary responsibilities of Longwave Capital Partners Pty Ltd (Longwave) to act in the best interest of its clients as shareholders. It describes the approach taken by Longwave in relation to resolutions put forward at AGM's and EGM's.

2. Policy Statement

It is the policy of Longwave to vote on all material issues. In the event Longwave receives a direction from the client in relation to the appointment of a proxy and the way the proxy should be voted, Longwave will use its best endeavours to implement the direction. In the absence of any direction, Longwave may exercise or not exercise the right to vote as it sees fit, having regards to any direction specified in the Investment Management Agreement with the client.

3. Process Overview and Procedures

- a. Proposed resolutions with explanatory notes are prepared and forwarded from Longwave's proxy voting service or Pinnacle IMS (middle office)/custodian to Longwave.
- b. The Equity Analyst(s) covering the company will review each material resolution on a case by case basis. In arriving at a recommendation, the following three main principles are adhered to:
 - i. Any resolution should treat shareholders equally
 - ii. Any material conflicts of interest are addressed appropriately
 - iii. Resolutions should be individual and clearly stated. Composite resolutions are not regarded as optimal.
- c. To assist in their decision making, Longwave may subscribe to a proxy voting service which provides independent analysis and voting recommendations on key governance issues. Longwave considers these recommendations when arriving at a decision.
- d. Longwave may raise issues with company management prior to voting in an attempt to resolve issues.
- e. Voting recommendations are which are in conflict with either management recommendations or those of a third party proxy research provider to which Longwave may subscribe, are reviewed by the Portfolio Manager(s).
- f. Votes are then processed by Longwave on an electronic proxy voting system (ISS Proxy Exchange).
- g. Longwave will maintain a record of all voting on behalf of its clients and report these to the client, when requested.

4. Guiding Principles for Proxy Voting Decision

Longwave's main concern is to preserve and grow shareholder value. This includes but it not limited to environmental, social, and corporate governance impacts.

5. Election of Directors

Longwave prefers directors who are qualified, independent, non-executives. It is recognised that in small companies the founders can be an integral part of the company success and their presence at board level is often vital to the survival and growth of the company. However, there should be acknowledgement from the board and reasonable efforts to address these issues.

Directors should be able to dedicate sufficient time to their duties, and their external commitments and attendance records will be considered.

6. Executive Compensation

Longwave prefers remuneration structures that have a significant portion "at-risk", as this provides the best alignment and linkage with positive outcomes for shareholders. Incentives should be:

- Transparent
- Objective
- Measurable
- Aligned
- Demanding
- Not subject to clauses, re-testing, or discretion
- Not subject to events that can deem automatic vesting

7. Other Corporate Governance Proposals

Longwave will generally vote against any other management proposals that have the effect of restricting the full potential of its clients' investments. These would include but is not limited to:

- Senior executive and non-executive remuneration which is in conflict with the interests of shareholders
- Golden handshakes
- Special interest representation on the board
- Share and Option schemes that do not reflect:
 - the responsibilities of the executive
 - comparability to market practice
 - appropriate performance hurdle benchmarks
 - appropriate disclosure
- Unequal voting rights; and
- Takeover Protection – e.g. Poison Pills which generally involves issuing preferred stock purchase rights or warrants unilaterally declared as a dividend without shareholder participation or approval. Poison pills can be used to insulate existing management against competitive bids.

8. Environmentally Responsible Policy Issues

Longwave may decide to vote on such issues on a case-by-case basis, recognising that environmental issues are a source of potential risk, and responsible practices are a source of potential return for shareholders.

Generally, environmentally responsible investment and methodologies are applied as per Longwave's ESG Policy.

9. Socially Responsible Policy Issues

Longwave may decide to vote on such issues on a case-by-case basis, recognising that social issues are a source of potential risk, and responsible practices are a source of potential return for shareholders.

Generally, socially responsible investment and methodologies are applied as per Longwave's ESG Policy.

10. Non-Routine Proposals

Issues in this category are more likely to have a greater impact on shareholder value and are subject to scrutiny on case-by-case basis. These types of resolutions may include:

- Mergers and acquisitions;
- Restructuring; and
- Employee share purchase plans

11. Engagement with Companies

In addition to voting, Longwave may enter into dialogue with a company to voice concerns in relation to actions or directions a company is taking in relation to performance, corporate governance and other matters affecting shareholders' interests.

12. Conflicts of Interest

This section of the Proxy Voting Policy should be read in conjunction with Longwave's Conflicts of Interest Policy.

There may be instances where Longwave's interests conflict, or appear to conflict, with client interests. Longwave's duty is to vote proxies in the best interest of its clients and in accordance with this policy.

If Longwave staff detects a material conflict of interest in connection with voting on the resolutions, then the staff should escalate the matter to the Managing Director(s) and Pinnacle Compliance to determine the steps to managing conflicts, or potential conflict, if required. Possible resolutions may include:

- i. Vote in accordance with the recommendations of a third-party research provider;
- ii. Refrain from exercising its proxy voting rights; or
- iii. Disclose the conflict to the client and obtain the client's direction to vote the proxies.

13. Class Actions

Longwave does not direct clients' participation in class actions without the client's consent. The Portfolio Manager(s) will determine whether to return any documentation inadvertently received regarding clients' participation in class actions to the sender, or to forward such information to the appropriate clients.

14. Compliance

The Managing Director is responsible for managing compliance with this policy. Risk and Compliance is responsible for monitoring compliance with this policy.

15. Breaches of this policy

Breaches and incidents of this policy are required to be reported to Risk and Compliance.