

STEWARDSHIP & ENGAGEMENT POLICY

September 2025

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I. Introduction

Stewardship and Engagement refers to interactions that NS Partners may have with companies to exercise influence as an owner, including interactions regarding environmental, social and governance issues (ESG). These interactions encompass meetings with management and/or board directors, proxy voting and collaborative initiatives.

The UK Stewardship Code 2020 (“the UK Code”) sets key principles and guidance for institutional investors, which currently sets out best practise on how they should perform their stewardship duties. The aim is to enhance the quality of engagement between institutional investors and companies to help improve long-term returns to shareholders and the efficient exercise of governance responsibilities.

The “Principles for Responsible Institutional Investors” (Japan’s Stewardship Code) is a set of principles aimed at enhancing corporate governance by encouraging institutional investors to engage responsibly with the companies they invest in. The Japan’s Stewardship Code aims to establish a framework for these investors to fulfil their fiduciary duties by enhancing the medium- to long-term investment returns for their clients and beneficiaries through constructive engagement with investee companies.

The Shareholder Rights Directive II (SRD II), aims also to promote effective stewardship and sets out requirements in respect of engagement policies and investment strategies across the institutional investment community.

We believe that companies operating with sound business practices, including appropriate attention to environmental issues, social practices, and corporate governance, are more likely to present better opportunities for investment than those without.

By ensuring that financially material ESG factors and their trajectory over time are captured in the investment process, our policy on responsible investing aligns with our duty to seek the best returns for our clients.

II. Our Approach

Direct Corporate Engagement

Engagement with companies is one of the means by which we develop our understanding of companies, raise issues with management and monitor subsequent developments. This can include face-to-face meetings, virtual meetings, telephone calls, emails, and letters. Discussions can cover a wide range of topics including strategy, operational performance, governance issues and environmental and social factors.

NS Partners gathers a broad spectrum of data to be used, as part of the investment research process, from sources such as Bloomberg and MSCI as well as directly from the companies being analysed.

Where NS Partners identifies material ESG risks in an investee company, or where their views about proxy votes differ from management, NS Partners may raise the issue with management and/or the board of directors in person or in writing. Direct Corporate Engagement activities may involve both the portfolio manager and the dedicated Stewardship and Engagement (S&E) team from within Connor Clark & Lunn Financial Group. The choice about which issues to engage on is made with reference to themes prioritised, the size of the position and the materiality of the issue. NS Partners considers a variety of ESG themes that may be the focus of a particular engagement, including, but not limited to, the following:

- Diversity & Inclusion
- Climate change
- Board structure
- Executive compensation

The Stewardship and Engagement team makes decisions regarding its engagement activities together with the relevant portfolio manager. Where the outcome of this discussion does not satisfy the portfolio manager, various escalation steps may be considered, including using our proxy voting rights in support of our engagement goals. NS Partners considers escalation on a case-by-case basis and does not place any formal restrictions on possible escalation measures.

Collaborative Engagement

In addition to completing independent engagements, NS Partners may also participate in collaborative engagements and initiatives. These collaborations may involve other institutional investors, industry associations or advocacy groups and they help us to pool resources and speak with a stronger unified voice to protect the interests of shareholders in the companies in which we invest on behalf of our clients. As a signatory of the UN Principles for Responsible Investment (PRI), NS Partners utilize the UN PRI Collaboration Platform as a primary source of collaboration opportunities.

Proxy Voting

NS Partners has a fiduciary duty to vote proxies both in a timely manner and in the best interests of our clients. The central tenet of our proxy voting policy is that good corporate governance enhances long-term shareholder value.

NS Partners utilizes the proxy research and voting services of Institutional Shareholder Services (ISS) to help assess and vote proxies in accordance with our custom voting policy. Considering NS Partners' custom guidelines, ISS prepares voting recommendations for all proposals on which we are entitled to vote. NS Partners uses these recommendations as a guide; however, certain situations will warrant additional review. Where there is a recommendation to vote against management, we reach out to the company to gain a better understanding of the issue at hand. The Investment team at NS Partners receives support from the dedicated S&E team. As a result of this engagement and our assessment of the relevant information, NS Partners may choose to vote contrary to the ISS recommendation.

NS Partner's complete approach to proxy voting is set out in a separate Proxy Voting Policy on our website.

Conflicts of Interest

Conflicts of interest can arise. FCA Principle 8 and SYSC 10 place an obligation on firms to manage conflicts of interest fairly. We have a firm-wide policy that sets out how we will deal with actual or potential conflicts of interest. We seek to create an environment where staff awareness of conflicts of interests and potential conflicts of interests is conducive to identifying and resolving issues as they arise. Our core aim is to always act in the best interests of clients, seeking to treat clients fairly in every interaction and communicate with them in an open and transparent manner.

Examples of situations where potential conflicts of interest could arise as part of our stewardship activities include:

- an investee company is a significant client, lender, or vendor of NSP; and
- there may be personal contacts and connections at an investee company

III. Reporting

NS Partners will report on its stewardship and engagement activities to its clients at least annually.

NS Partners provides a summary of its proxy voting record to its clients on a quarterly basis. Additional information is available to our clients on request.

Under COBS 2.2.3 of the FCA Handbook, NS Partners is required to make a public disclosure in relation to the nature of its alignment to the UK Code and an overview of our record of voting under the SRD II. This is required annually and is available on our website.

NS Partners has published a statement of compliance with the Japan's Stewardship Code on its website.

In addition, since February 2016 we have been signatories to the PRI. The PRI encourages investors to use responsible investment to enhance returns and better manage risks. As a signatory, we report annually on our ESG activities, which includes stewardship and voting activities.

As a supporter of the now disbanded Task Force on Climate-Related Financial Disclosures (TCFD), NS Partners has published its own TCFD-aligned disclosure on its website, which describes its approach to identifying, assessing, and managing climate-related risk in its investment process.

NS Partners reports annually on the firm's responsible investing initiatives in our annual Responsible Investment Report.

We review and approve all our policies annually.