

**JACOBS LEVY EQUITY MANAGEMENT, INC.
PROXY VOTING POLICIES AND PROCEDURES**

As of March 29, 2022

I. Policy

Proxy voting is an important right of shareholders and reasonable care and diligence must be undertaken to ensure that such rights are properly and timely exercised. When Jacobs Levy has discretion to vote the proxies of its clients, proxies will be voted in the best interests of its clients in accordance with these policies and procedures.

II. Proxy Voting Procedures

Proxies are obtained through ProxyExchange, a third-party application from Institutional Shareholder Services (“ISS”) used for proxy notification, research and voting. The Chief Compliance Officer is responsible for ensuring proxies are voted in accordance with the Jacobs Levy guidelines. Under the Chief Compliance Officer’s direction, the following procedures are performed:

- (a) Jacobs Levy voting policies along with any custom client voting policies are loaded into ProxyExchange.
- (b) ISS compares positions between Jacobs Levy and the custodian and any differences are investigated and resolved.
- (c) Ballots are populated automatically by ProxyExchange based on the voting policies previously loaded.
- (d) Votes are submitted electronically through ProxyExchange, subject to review by the Controller for compliance with the applicable voting policy. The Controller will consult with the Chief Compliance Officer, Chief Financial Officer, and/or the Principals, if necessary.

The Chief Financial Officer and the Chief Compliance Officer shall monitor ISS to assure that all proxies are being properly voted and appropriate records are being retained.

III. Voting Guidelines

Jacobs Levy will vote proxies in the best interests of its clients. Jacobs Levy believes that voting proxies in accordance with the following guidelines is in the best interests of its clients. Alternatively, clients can provide specific voting guidelines, which would be implemented for their account.

ISS assigns a proxy issue code to all proxy voting proposals and also issues a voting recommendation. A cumulative listing of ISS proxy issue codes is maintained by Portfolio

Administration. Unless a client has provided specific voting guidelines, Jacobs Levy will vote proxies in accordance with ISS's recommendations, except as provided in (a) - (c) below, and as otherwise described herein:

- (a) There are specific proxy issues that Jacobs Levy has identified with respect to which it will vote with management and others with respect to which it will vote against management because Jacobs Levy believes the intent is to entrench management or dilute the value or safety of shares to shareholders. A comprehensive listing of these issues is included as Exhibit A.
- (b) In certain circumstances, a proxy may include "hidden" additional issues for which Jacobs Levy's position, as noted above, may differ from the overall ISS recommendation. In these instances, Jacobs Levy will not vote with the ISS recommendation.
- (c) Any issue with a new ISS proxy issue code will be forwarded to one of the Principals, the Chief Financial Officer, or the Chief Compliance Officer for review and determination of how the proxy should be voted.

IV. Periodic Review of ISS

Jacobs Levy will review ISS as part of its annual review of critical vendors and service providers (or more frequently if deemed necessary by the Chief Compliance Officer). Such review may include such factors as:

- (a) ISS's proxy voting policies, procedures and methodologies (and its use of third party sources).
- (b) The adequacy and quality of ISS's staffing, personnel and technology.
- (c) ISS's actual and potential conflicts of interest and methods of disclosing and mitigating such conflicts of interest.
- (d) Quality of service provided since the prior review; including whether any relevant credible potential factual errors, incompleteness or methodological weaknesses in ISS's analysis (of which Jacobs Levy is aware) materially affected the research and recommendations used by Jacobs Levy.
- (e) The effectiveness of ISS's policies and procedures for obtaining current and accurate information relevant to matters included in its research and on which it makes voting recommendations. This will include ISS's:
 - engagement with issuers, including ISS's process for ensuring that it has complete and accurate information about the issuer and each particular matter;
 - process, if any, for Jacobs Levy to access the issuer's views about ISS's voting recommendations in a timely and efficient manner;
 - efforts to correct any identified material deficiencies in its analysis;

- disclosure to Jacobs Levy regarding sources of information and methodologies used in formulating voting recommendations or executing voting instructions;
 - consideration of factors unique to a specific issuer or proposal when evaluating a matter subject to a shareholder vote;
 - review and consideration of additional soliciting material, and the timeliness of inclusion of the results in final voting recommendations; and
 - updates to its methodologies, guidelines and voting recommendations on an ongoing basis, including in response to feedback from issuers and their shareholders.
- (f) Updates to ISS's business that are material to the services provided.

V. Conflicts of Interest

- (a) The Chief Compliance Officer will identify any conflicts that exist between the interests of Jacobs Levy and its clients. This examination will include a review of the relationship of Jacobs Levy with the issuer of each security to determine if the issuer is a client of Jacobs Levy or has some other material relationship with Jacobs Levy or, to its knowledge, a client of Jacobs Levy.
- (b) If a material conflict exists, Jacobs Levy will determine whether voting in accordance with the voting guidelines and factors described above is in the best interests of the clients or whether some alternative action is appropriate, including, without limitation, following the ISS recommendation.

VI. Disclosure

- (a) Jacobs Levy will disclose in its Form ADV Part 2A that clients may contact the Chief Compliance Officer, Jason Hoberman, via email or telephone at jason.hoberman@jlem.com or (973) 410-9222 in order to obtain information on how Jacobs Levy voted such client's proxies and/or to request a copy of these policies and procedures. If a client requests this information, the Chief Compliance Officer will prepare a written response to the client that lists, with respect to each voted proxy that the client has inquired about, (1) the name of the issuer; (2) the proposal voted upon; and (3) how Jacobs Levy voted the client's proxy.
- (b) A concise summary of these Proxy Voting Policies and Procedures will be included in Jacobs Levy's Form ADV Part 2A, and will be updated whenever these policies and procedures are updated. Jacobs Levy's Form ADV Part 2A will be offered to existing clients annually.

VII. Recordkeeping

The Portfolio Administration Group or Chief Compliance Officer will maintain files relating to Jacobs Levy's proxy voting procedures. Records will be maintained and preserved for at least five years from the end of the fiscal year during which the last entry was made on a record,

with certain required records for at least the most recent two years kept in the offices of Jacobs Levy. Records of the following will be included in the files:

- (a) Copies of these proxy voting policies and procedures, and any amendments thereto.
- (b) An electronic copy of each proxy statement that Jacobs Levy receives. In addition, Jacobs Levy may obtain a copy of proxy statements from ISS.
- (c) An electronic record of each vote that Jacobs Levy casts. In addition, voting records may be obtained from ISS.
- (d) A copy of any document Jacobs Levy created that was material to making a decision on how to vote proxies, or that memorializes that decision.
- (e) A copy of each written client request for information on how Jacobs Levy voted such client's proxies, and a copy of any written response to any (written or oral) client request for information on how Jacobs Levy voted its proxies.

VIII. Additional Procedures

- (a) Annual Review. The Chief Compliance Officer will review, no less frequently than annually, the adequacy of these policies and procedures to make sure they have been implemented effectively, including whether the policies and procedures continue to be reasonably designed to ensure that proxies are voted in the best interests of its clients. The Chief Compliance Officer will also review client disclosures regarding its proxy voting policies and procedures.
- (b) Due Diligence. The Chief Compliance Officer or his designee will periodically review a sample of proxy votes to determine whether those votes complied with these policies and procedures and were voted as the Adviser intended.
- (c) Sampling Pre-Populated Votes. The Chief Compliance Officer or his designee will periodically assess pre-populated votes shown on ISS's electronic voting platform before such votes are cast.
- (d) Material Inaccuracies. If Jacobs Levy becomes aware of any material inaccuracies in the information provided by ISS, the Chief Compliance Officer or his designee will investigate the matter to determine the cause, evaluate the adequacy of ISS's control structure and assess the efficacy of the measures instituted to prevent further errors, and to see whether Jacobs Levy's voting determinations were based on incomplete or materially inaccurate information.

EXHIBIT A

MANAGEMENT PROPOSALS - ROUTINE/BUSINESS

Issue Code	Description	Vote
M0101	Ratify Auditors	For
M0106	Amend Articles/Bylaws/Charter -- Routine	For
M0111	Change Company Name	For
M0117	Designate Inspector or Shareholder Rep. of Minutes of Meetings	For
M0124	Approve Stock Dividend Program	For
M0125	Other Business	Against
M0129	Approve Minutes of Meeting	For
M0136	Approve Auditors and Authorize Board to Fix Remuneration of Auditors	For
M0150	Receive Financial Statements and Statutory Reports	For
M0193	In the Event of a Second Call, the Voting Instructions Contained in this Proxy Card may also be Considered for the Second Call	For
M0195	Approve Procurement of Legal Services	For
M0811	Allow Shareholder Meetings to be Held in Virtual-Only Format	For

MANAGEMENT PROPOSALS – DIRECTOR RELATED

Issue Code	Description	Vote
M0205	Establish Range for Board Size	Against
M0206	Classify the Board of Directors	Against
M0207	Eliminate Cumulative Voting	For
M0215	Declassify the Board of Directors	For
M0239	Adopt Cumulative Voting for the Election of the Members of the Board of Directors at this Meeting	Against
M0242	Appoint Firm to Evaluate Performance of Directors and Fix the Firm's Fees	For
M0702	Appoint Corporate Governance Compliance Auditors	For

MANAGEMENT PROPOSALS – CAPITALIZATION

Issue Code	Description	Vote
M0304	Increase Authorized Common Stock	For
M0307	Approve Stock Split	For
M0308	Approve Reverse Stock Split	For
M0314	Eliminate Preemptive Rights	For
M0316	Amend Votes Per Share of Existing Stock	Against
M0320	Eliminate Class of Preferred Stock	For
M0339	Reduce Authorized Common and/or Preferred Stock	For
M0374	Approve Reduction in Share Capital	For
M0393	Authorize Issuance of Preferred Stock with Preemptive Rights	Against

MANAGEMENT PROPOSALS – COMPENSATION

Issue Code	Description	Vote
M0536	Approve/Re-Approve Performance Metrics for Qualification under the Provisions of Section 162(m)	For
M0539	Approve/Amend Non-Employee Director Deferred Share Unit Plan	For
M0576	Authorize Management Board Not to Disclose Individualized Remuneration of its Members	Against

MANAGEMENT PROPOSALS – COMPANY ARTICLES

Issue Code	Description	Vote
M0846	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For

MANAGEMENT PROPOSALS – NON-SALARY COMP.

Issue Code	Description	Vote
M0510	Approve Employee Stock Purchase Plan	For
M0512	Amend Employee Stock Purchase Plan	For
M0537	Approve/Amend Supplemental Retirement Plan	For

MANAGEMENT PROPOSALS – ANTI-TAKEOVER RELATED

Issue Code	Description	Vote
M0604	Provide Directors May Only be Removed For Cause	Against
M0605	Adopt or Increase Supermajority Vote Requirement for Amendments	Against
M0606	Adopt or Increase Supermajority Vote Requirement for Mergers	Against
M0607	Adopt or Increase Supermajority Vote Requirement for Removal of Directors	Against
M0608	Reduce Supermajority Vote Requirement	For
M0618	Eliminate/Restrict Right to Call Special Meeting	Against
M0627	Permit Board to Amend Bylaws Without Shareholder Consent	Against
M0653	Authorize Board to Issue Shares in the Event of a Public Tender Offer or Share Exchange Offer	Against

SHAREHOLDER PROPOSALS - ROUTINE/BUSINESS

Issue Code	Description	Vote
S0102	Change Date/Time of Annual Meeting	Against
S0124	Amend Ordinary Business Items	Against

SHAREHOLDER PROPOSALS - DIRECTOR RELATED

Issue Code	Description	Vote
S0201	Declassify the Board of Directors	For
S0207	Restore or Provide for Cumulative Voting	Against
S0209	Establish Director Stock Ownership Requirement	Against
S0211	Establish Mandatory Retirement Age for Directors	Against

SHAREHOLDER PROPOSALS - CORP GOVERNANCE

Issue Code	Description	Vote
S0311	Reduce Supermajority Vote Requirement	For

SHAREHOLDER PROPOSALS - COMPENSATION

Issue Code	Description	Vote
S0512	Performance-Based/Index Option	Against
S0513	Put Repricing of Stock Options to Shareholder Vote	For
S0519	Establish SERP Policy	Against
S0520	Pay-For-Superior-Performance	Against

IX. OPERATIONS

A. Proxy Voting Procedures

WCM accepts responsibility for voting proxies whenever requested by a Client or as required by law. Each Client's investment management agreement should specify whether WCM is to vote proxies relating to securities held for the Client's account. If the agreement is silent as to the proxy voting and no instructions from the client are on file, WCM will assume responsibility of proxy voting.

In cases in which WCM has proxy voting authority for securities held by its advisory clients, WCM will ensure securities are voted for the exclusive benefit, and in the best economic interest, of those clients and their beneficiaries, subject to any restrictions or directions from a client. Such voting responsibilities will be exercised in a manner that is consistent with the general antifraud provisions of the Advisers Act, the Proxy Voting Rule, [Rule 206\(4\)-6](#), and for ERISA accounts, the DOL's Proxy Voting Rule, as well as with WCM's fiduciary duties under federal and state law to act in the best interests of its clients. Even when WCM has proxy voting authority, a Client may request that WCM vote in a certain manner. Any such instructions shall be provided to WCM, in writing or electronic communication, saved in the Client files and communicated to the Portfolio Associate and Proxy Admin.

Special Rules for ERISA.

Unless proxy voting responsibility has been expressly reserved by the plan, trust document, or investment management agreement, and is being exercised by another "named fiduciary" for an ERISA Plan Client, WCM, as the investment manager for the account, has the exclusive authority to vote proxies or exercise other shareholder relating to securities held for the Plan's account. The interests or desires of plan sponsors should not be considered. In addition, if a "named fiduciary" for the plan has provided WCM with written proxy voting guidelines, those guidelines must be followed, unless the guidelines, or the results of following the guidelines, would be contrary to the economic interests of the plan's participants or beneficiaries, imprudent or otherwise contrary to ERISA.

Investors in WCM Private Funds which are deemed to hold "plan assets" under ERISA accept WCM's investment policy statement and a proxy voting policy before they are allowed to invest.

1. Role of the Independent Proxy Adviser

WCM utilizes the proxy voting recommendations of Glass Lewis (our "Proxy Adviser"). The purpose of the Proxy Advisers proxy research and advice is to facilitate shareholder voting in favor of governance structures that will drive performance, create shareholder value and maintain a proper tone at the top. Because the Proxy Adviser is not in

the business of providing consulting services to public companies, it can focus solely on the best interests of investors. The Proxy Adviser's approach to corporate governance is to look at each company individually and determine what is in the best interests of the shareholders of each particular company. Research on proxies covers more than just corporate governance – the Proxy Adviser analyzes accounting, executive compensation, compliance with regulation and law, risks and risk disclosure, litigation and other matters that reflect on the quality of board oversight and company transparency.

The voting recommendations of the Proxy Adviser are strongly considered; however, the final determination for voting in the best economic interest of the clients is the responsibility of the relevant strategy Investment Strategy Group ("ISG"). When a decision is reached to vote contrary to the recommendation of the Proxy Adviser, the ISG will address any potential conflicts of interest (as described in this policy) and proceed accordingly. They will maintain documentation to support the decision, which will be reviewed by the Compliance Team.

WCM will take reasonable steps under the circumstances to make sure that all proxies are received and for those that WCM has determined should be voted, are voted in a timely manner.

2. Role of the Portfolio Associate.

The Portfolio Associate is responsible for the onboarding and maintenance of Client accounts. For each Client, the Portfolio Associate:

- a. Determines whether WCM is vested with proxy voting responsibility or whether voting is reserved to the Client or delegated to another designee;
- b. Instructs registered owners of record (*e.g.* the Client, Trustee or Custodian) that receive proxy materials from the issuer or its information agent to send proxies electronically directly to Broadridge/ProxyEdge, a third party service provider, to: (1) provide notification of impending votes; (2) vote proxies based on the Proxy Adviser and/or WCM recommendations; and (3) maintain records of such votes electronically.
- c. Assigns the appropriate proxy voting guidelines based on a Client's Investment Policy Guidelines;
- d. Reports proxy voting record to Client, as requested.

3. Role of the Proxy Admin.

The Proxy Admin circulates proxy ballot information and administers the proxy vote execution process. The Proxy Admin:

- a. Monitors the integrity of the data feed between the Client's registered owner of record and Broadridge/ProxyEdge;
- b. Executes votes based on the recommendation of the Proxy Adviser or ISG;
- c. Ensures all votes are cast in a timely manner.

4. Role of the ISG and Analysts

With the support of the Analysts, and in consideration of the voting recommendation of the Proxy Adviser, the Investment Strategy Group (ISG) is responsible for review of the Proxy Adviser policy and final vote determination. The ISG:

- a. Annually, reviews the policy of the Proxy Adviser to ensure voting recommendations are based on a Client's best interest;
- b. Reviews the ballot voting recommendations of the Proxy Adviser;
- c. Investigates ballot voting issues during the normal course of research, company visits, or discussions with company representatives.

If the ISG:

- a. Agrees with the voting recommendation of the Proxy Adviser, no further action is required;
- b. Disagrees with the voting recommendation of the Proxy Adviser, they will:
 - 1) Deal with conflicts of interest, as described below;
 - 2) Provide updated voting instructions to the Proxy Admin;
 - 3) Document the rationale for the decision, which is provided to Compliance.

5. Certain Proxy Votes May Not Be Cast

In some cases, WCM may determine that it is in the best interests of our clients to abstain from voting certain proxies. WCM will abstain from voting in the event any of the following conditions are met with regard to a proxy proposal:

- a. Neither the Proxy Adviser's recommendation nor specific client instructions cover an issue;
- b. In circumstances where, in WCM's judgment, the costs of voting the proxy exceed the expected benefits to the Client.

In addition, WCM will only seek to vote proxies for securities on loan when such a vote is deemed to have a material impact on the account. In such cases, materiality is determined and documented by the ISG.

Further, in accordance with local law or business practices, many foreign companies prevent the sales of shares that have been voted for a certain period beginning prior to the shareholder meeting and ending on the day following the meeting ("share blocking"). Depending on the country in which a company is domiciled, the blocking period may begin a stated number of days prior to the meeting (e.g., one, three or five days) or on a date established by the company. While practices vary, in many countries the block period can be continued for a longer period if the shareholder meeting is adjourned and postponed to a later date. Similarly, practices vary widely as to the ability of a shareholder to have the "block" restriction lifted early (e.g., in some countries shares generally can be "unblocked" up to two days prior to the meeting whereas in other countries the removal of the block appears to be discretionary with the issuer's transfer agent). WCM believes that the disadvantage of being unable to sell the stock regardless of changing conditions generally outweighs the advantages

of voting at the shareholder meeting for routine items. Accordingly, WCM generally will not vote those proxies subject to “share blocking.”

6. Identifying and Dealing with Material Conflicts of Interest between WCM and Proxy Issuer

WCM believes the use of the Proxy Adviser’s independent guidelines helps to mitigate proxy voting related conflicts between the firm and its clients. Notwithstanding WCM may choose to vote a proxy against the recommendation of the Proxy Adviser, if WCM believes such vote is in the best economic interest of its clients. Such a decision will be made and documented by the ISG. Because WCM retains this authority, it creates a potential conflict of interest between WCM and the proxy issuer. As a result, WCM may not overrule the Proxy Adviser’s recommendation with respect to a proxy unless the following steps are taken by the CCO:

- a. The CCO must determine whether WCM has a conflict of interest with respect to the issuer that is the subject of the proxy. The CCO will use the following standards to identify issuers with which WCM may have a conflict of interest.
 - 1) *Significant Business Relationships* – The CCO will determine whether WCM may have a significant business relationship with the issuer, such as, for example, where WCM manages a pension plan. For this purpose, a “significant business relationship” is one that: (i) represents 1% or \$1,000,000 of WCM’s revenues for the fiscal year, whichever is less, or is reasonably expected to represent this amount for the current fiscal year; or (ii) may not directly involve revenue to WCM but is otherwise determined by the CCO to be significant to WCM.
 - 2) *Significant Personal/Family Relationships* – the CCO will determine whether any supervised persons who are involved in the proxy voting process may have a significant personal/family relationship with the issuer. For this purpose, a “significant personal/family relationship” is one that would be reasonably likely to influence how WCM votes proxies. To identify any such relationships, the CCO shall obtain information about any significant personal/family relationship between any employee of WCM who is involved in the proxy voting process (e.g., ISG members) and senior supervised persons of issuers for which WCM may vote proxies.
- b. If the CCO determines that WCM has a conflict of interest with respect to the issuer, the CCO shall determine whether the conflict is “material” to any specific proposal included within the proxy. The CCO shall determine whether a proposal is material as follows:
 - 1) *Routine Proxy Proposals* – Proxy proposals that are “routine” shall be presumed not to involve a material conflict of interest for WCM, unless the ISG has actual knowledge that a routine proposal should be treated as material. For this purpose, “routine” proposals would typically include matters such as the selection of an accountant, uncontested election of directors, meeting formalities, and approval of an annual report/financial statements.

- 2) *Non-Routine Proxy Proposals* – Proxy proposals that are “non-routine” shall be presumed to involve a material conflict of interest for WCM, unless the CCO determines that WCM’s conflict is unrelated to the proposal in question (see 3. below). For this purpose, “non-routine” proposals would typically include any contested matter, including a contested election of directors, a merger or sale of substantial assets, a change in the articles of incorporation that materially affects the rights of shareholders, and compensation matters for management (e.g., stock option plans, retirement plans, profit sharing or other special remuneration plans).
 - 3) *Determining that a Non-Routine Proposal is Not Material*– As discussed above, although non-routine proposals are presumed to involve a material conflict of interest, the CCO may determine on a case-by-case basis that particular non-routine proposals do not involve a material conflict of interest. To make this determination, the CCO must conclude that a proposal is not directly related to WCM’s conflict with the issuer or that it otherwise would not be considered important by a reasonable investor. The CCO shall record in writing the basis for any such determination.
- c. For any proposal where the CCO determines that WCM has a material conflict of interest, WCM may vote a proxy regarding that proposal in any of the following manners:
- 1) *Obtain Client Consent or Direction*– If the CCO approves the proposal to overrule the recommendation of the Proxy Adviser, WCM shall fully disclose to each client holding the security at issue the nature of the conflict, and obtain the client’s consent to how WCM will vote on the proposal (or otherwise obtain instructions from the client as to how the proxy on the proposal should be voted).
 - 2) *Use the Proxy Adviser’ Recommendation* – Vote in accordance with the Proxy Adviser’ recommendation.
- d. For any proposal where the CCO determines that WCM does not have a material conflict of interest, the ISG may overrule the Proxy Adviser’s recommendation if the ISG reasonably determines that doing so is in the best interests of WCM’s clients. If the ISG decides to overrule the Proxy Adviser’s recommendation, the ISG will maintain documentation to support their decision.

7. Dealing with Material Conflicts of Interest between a Client and the Proxy Adviser or Proxy Issuer

In the event that WCM is notified by a client regarding a conflict of interest between them and the Proxy Adviser or the proxy issuer, The CCO will evaluate the circumstances and either

- a. elevate the decision to the ISG who will make a determination as to what would be in the Client’s best interest;
- b. if practical, seek a waiver from the Client of the conflict; or

- c. if agreed upon in writing with the Clients, forward the proxies to affected Clients allowing them to vote their own proxies.

8. Maintenance of Proxy Voting Records

As required by [Rule 204-2](#) under the Advisers Act, and for ERISA accounts, [the DOL's Proxy Voting Rule](#), WCM will maintain or procure the maintenance of the following records relating to proxy voting for a period of at least five years:

- a. a copy of these Proxy Policies, as they may be amended from time to time;
- b. copies of proxy statements received regarding Client securities, unless these materials are available electronically through the SEC's EDGAR system;
- c. a record of each proxy vote cast on behalf of its Clients;
- d. a copy of any internal documents created by WCM that were material to making the decision how to vote proxies on behalf of its Clients; and
- e. each written Client request for information on how WCM voted proxies on behalf of the Client and each written response by WCM to oral or written Client requests for this information.

As permitted by [Rule 204-2\(c\)](#), electronic proxy statements and the record of each vote cast on behalf of each Client account will be maintained by ProxyEdge. WCM shall obtain and maintain an undertaking from ProxyEdge to provide it with copies of proxy voting records and other documents relating to its Clients' votes promptly upon request. WCM and ProxyEdge may rely on the SEC's EDGAR system to keep records of certain proxy statements if the proxy statements are maintained by issuers on that system (e.g., large U.S.-based issuers).

9. Disclosure

WCM will provide all Clients a summary of these Proxy Policies, either directly or by delivery to the Client of a copy of its Form ADV, Part 2A containing such a summary, and information on how to obtain a copy of the full text of these Proxy Policies and a record of how WCM has voted the Client's proxies. Upon receipt of a Client's request for more information, WCM will provide to the Client a copy of these Proxy Policies and/or in accordance with the Client's stated requirements, how the Client's proxies were voted during the period requested. Such periodic reports will not be made available to third parties absent the express written request of the Client. However, to the extent that WCM serves as a sub-adviser to another adviser to a Client, WCM will be deemed to be authorized to provide proxy voting records on such Client accounts to such other adviser.

10. Oversight of the Proxy Adviser

Prior to adopting the proxy guidelines and recommendations of a Proxy adviser, WCM will exercise prudence and diligence to determine that the guidelines for proxy recommendations are consistent with WCM's fiduciary obligations. Each year, Compliance, in conjunction with input from the Proxy Admin, the ISG and others as determined by the CCO, will review WCM's relationship with, and services provided by the Proxy Adviser. To facilitate this review, WCM will request information from the Proxy Adviser in consideration of the Proxy Adviser processes, policies and procedures to:

- Analyze and formulate voting recommendations on the matters for which WCM is responsible for voting and to disclose its information sources and methods used to develop such voting recommendations;
- Ensure that it has complete and accurate information about issuers when making recommendations and to provide its clients and issuers timely opportunities to provide input on certain matters;
- Resolve any identified material deficiencies in the completeness or accuracy of information about issuers for whom voting recommendations are made; and
- Identify, resolve and disclose actual and potential conflicts of interest associated with its recommendations;

Additionally, WCM will review the Proxy Adviser's proposed changes to its proxy voting guidelines to ensure alignment with the ISG's expectations. The Proxy Adviser typically distributes proposed changes to its guidelines annually; therefore, WCM's review of these proposed changes will typically coincide with the Proxy Adviser' schedule.