

## EDGBASTON INVESTMENT PARTNERS LLP UK STEWARDSHIP CODE STATEMENT

Edgbaston Investment Partners LLP (“Edgbaston”) recognises the need to engage with the management and directors of its portfolio companies and to exercise its proxy voting rights with a view to enhancing its clients’ long-term investment values. These steps are compatible with good corporate governance and provide the best operating environment for portfolio companies to cope with competitive commercial pressures.

Under Rule 2.2.3R of the FCA’s Conduct of Business Sourcebook, Edgbaston is required to make a public disclosure about the nature of its commitment to the UK Stewardship Code (the “Code”)<sup>1</sup> or, where it does not commit to the Code, its alternative investment strategy. Whilst Edgbaston generally supports the objectives that underlie the Code, the firm has chosen not to formally commit. Edgbaston specialises in long-only Asia Pacific ex-Japan equity investments and does not invest in UK equities. It does not consider it appropriate to become signatories to any code of practice relating to any individual jurisdiction. Notwithstanding, this document seeks to summarise Edgbaston’s practices regarding stewardship with reference to the principles of the Financial Reporting Council’s 2020 version of the Code.

Clients may receive a quarterly summary of Edgbaston’s proxy voting activity by contacting [clients@edgbastonip.com](mailto:clients@edgbastonip.com). Save as provided by law or regulation, Edgbaston does not provide other third parties with information on how it has voted client proxies. Questions on this document or on Edgbaston’s approach to stewardship and shareholder engagement more generally should be directed to [compliance@edgbastonip.com](mailto:compliance@edgbastonip.com).

### PURPOSE AND GOVERNANCE

**Principle 1 – Signatories’ purpose, investment beliefs, strategy, and culture enable stewardship that creates long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.**

Edgbaston is an institutionally oriented investment management firm which specialises in Asia Pacific ex-Japan equity investments. We manage a single investment strategy. Our primary goal is to deliver a best-in-class investment programme by compounding good returns whilst maintaining a long-term perspective, both in our investment work and in running our business. The firm’s objective is to maximise the value of our clients’ assets over the long-term. In doing so, we hope to make a positive contribution to their purpose.

The firm was established in 2008 by Charu Fernando and partners. We have a team of thirteen, including five investment professionals. We are independent and employee-owned. Edgbaston’s culture is a partnership ethos where all actions are guided by the principles of alignment and integrity. The firm operates with the best interests of its investors first and foremost. Edgbaston strives to create an environment where curiosity, learning, candour, and accountability are encouraged. The firm aims to recognise and reward outstanding work and support its people to grow in their areas of talent and interest. This culture allows the firm to accept different points of view constructively and address conflicts effectively.

---

<sup>1</sup> The Code is a voluntary code which sets out a number of principles relating to engagement by investors with UK issuers. It sets out good practice on engagement with investee companies and is to be applied by firms on a “apply and explain” basis. It also describes steps that asset owners can take to protect and enhance the value that accrues to the ultimate beneficiary.

Edgbaston's investment style is fundamental value. Edgbaston has a strong price discipline, an income bias and an aversion to excessive leverage. The firm expects these biases will insulate the portfolio, to some extent, in difficult market environments. A strong price discipline will help avoid market excesses and their subsequent price collapses. The Programme should capitalise on inefficiencies created when other investors focus on short-term market activity and overpay for liquidity, growth, popularity, and other factors.

Edgbaston's investment decision-making process is research driven, and serves to ensure that the portfolio created for clients is consistent with the firm's philosophy. The investment process has three elements: screening, research, and portfolio implementation.

### **Principle 2 – Signatories' governance, resources and incentives support stewardship.**

Across its wider business, Edgbaston has robust governance arrangements, a clear organisational structure, effective processes and internal control mechanisms to maintain a clear and appropriate apportionment of significant responsibilities among senior managers and staff in such a way that the business and affairs of Edgbaston can be adequately monitored and controlled. Authority for managing the various business functions, including the systems and controls in place for each activity, is delegated to a number of business groups that meet on a regular basis. Each business group function is overseen by a senior manager. Edgbaston's Chairwoman ensures that all responsibilities are appropriately delegated to senior managers and that organisation charts and job specifications accurately describe the responsibilities of all certified staff. Edgbaston's Chairwoman holds regular meetings with senior managers to obtain feedback on their oversight of the various activities under their delegated responsibility. To ensure accountability, the Chairwoman (and all staff) receives minutes of the various business groups for direct feedback on their activities. Edgbaston's Executive Committee ensures that all business areas have sufficient resources and expertise to carry out their responsibilities.

The Edgbaston portfolio is managed on a team basis and all buy or sell proposals must be submitted in writing to and be approved by the Portfolio Implementation Committee ("PIC"). The PIC team includes the Chief Investment Officer. Between them, they have an average of 25 years' experience in the investment management sector. Edgbaston believes focus is necessary to generate superior investment returns. Edgbaston and all of its investment professionals are focused exclusively on managing the programme. Edgbaston does not currently offer any other investment products and the firm does not plan to offer any additional products in the future.

With respect to training, Edgbaston ensures that staff have the adequate regulatory knowledge to understand their obligations to the firm and the firm's clients. Induction training is provided to new staff where Edgbaston's policies and procedures in areas such as personal account dealing, market abuse, anti-money laundering, gifts and inducements will be explained. All staff will be required to read the Compliance Manual each time it is updated (no less than annually) and sign an undertaking to confirm. Anti-money laundering, market abuse, SMCR conduct rules, and information security training will also be provided on an annual basis, as appropriate. This training may take the form of verbal presentations, online presentations, articles of interest, written memorandum or reviewing the quarterly Compliance & Risk Management meeting minutes (which is compulsory). All staff are encouraged to undertake training which is relevant to their responsibilities and to suggest other general or specific training. Both internal and external training is made available and encouraged. There has been a strong focus on ESG specific training in recent years.

Information on Edgbaston's approach to equity, diversity and inclusion ("EDI") is included within its EDI Statement, available on request to [clients@edgbastonip.com](mailto:clients@edgbastonip.com).

All investment managers are responsible for the integration of Environmental, Social and Governance ("ESG") factors in their company research, analysis and engagement, as well as oversight and reporting of the investment team's proxy voting and engagement activities. Further policy oversight is also provided by the Compliance Group. The investment team interacts in a collegiate and collaborative manner, and will often work closely with the Chief Compliance Officer on any applicable issues.

Concerning the programme, the bottom-up approach and company-level research and engagement allows the investment team to comprehensively analyse companies in the bespoke manner, arguably required to properly consider different reporting formats and standards, along with country and sector nuances. The long-term investment horizon also supports the development of strong relationships that can be leveraged during the engagement. It also avoids a short-term approach to issues and allows the team to continue to support investee companies in improving their ESG standards overtime and ensuring the sustainability of their business.

Advancement and compensation are based on an evaluation of a staff member's contribution to Edgbaston. None of Edgbaston's staff have any component of their compensation tied to asset growth. However, staff compensation levels are naturally affected by firm profitability. Further, none of Edgbaston's investment professionals are compensated on the basis of how a particular stock they wrote on has performed or whether or not it was purchased for the Programme. Edgbaston's investment professionals are compensated instead based on the quality of their research, the thoughtfulness of their comments in Research Committee meetings, the quality of implementation and on their contribution to the Programme as a whole. We believe this leads to better alignment with our clients' interests.

More generally, Edgbaston seeks to discharge its stewardship responsibilities by ensuring that the boards of portfolio companies are appropriately structured and function effectively, and by adhering to its Proxy Voting Policy (attached at Appendix 3) and ESG Policy (attached at Appendix 4).

**Principle 3 – Signatories manage conflicts of interest to put the best interests of clients and beneficiaries first.**

Edgbaston believes that investors are best served when the interests of investment management firms are aligned closely with those of their clients and when potential conflicts of interest are minimised. Edgbaston recognises the importance of identifying potential material conflicts and the need to have adequate systems and controls to avoid or mitigate their impact on clients. Edgbaston is a privately owned, independent partnership, which implements a single investment programme for its clients. As such, Edgbaston has specifically structured its business to ensure that its interests and the interests of its staff are aligned as closely as possible with those of its investors, for example, through ownership interests and remuneration policies. This reduces the conflicts of interest faced by Edgbaston, as compared to larger and more complex financial services firms.

Edgbaston maintains a log of the actual or potential conflicts of interest to which it may be subject. This includes key conflicts which may impact on the ability or motivation of its investment team to focus on governance issues for Edgbaston's portfolio companies (for example, due to personal account dealing or

outside business interests). Edgbaston has implemented robust controls and procedures in this respect which are described in its Compliance Manual and tested as part of its compliance and risk testing programme.

The arrangements to manage potential conflicts of interest include:

- Robust governance arrangements;
- Management reporting;
- Segregation of functions and independence;
- Information barriers;
- Avoiding inappropriate influence being brought to bear in the way clients are treated;
- Declining to act;
- Policies in relation to staff activities and other interests.

**Principle 4 – Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system.**

Edgbaston's investment philosophy is based on fundamental research in order to make a judgement as to the quality of the underlying company. Edgbaston is not driven by top-down macro analysis. Edgbaston seeks to evaluate market-wide and systemic risks as part of its bottom-up investment research reports. Edgbaston's investment team believes that it is important to understand and appreciate overall market valuation levels, economic conditions, the political situation, and policy and currency risks in each of the Asian countries in which we invest. However, Edgbaston does not position the programme with reference to expectations of future macro events, strategies, or themes. In our experience, stock prices are only loosely connected to short-term and medium-term expectations of economic growth. We find theme-based investing can detract from a sharp focus on valuation. The portfolio is comprised of companies which we believe have an attractively priced combination of value and quality. Decisions concerning each portfolio position and its weighting are made individually and the portfolio is constructed from an entirely bottom-up basis. Edgbaston is benchmark agnostic with regards to portfolio construction. The firm has developed a standard set of Investment Guidelines that include requirements on maximum security holdings, ownership restrictions, and sector, country, and currency exposures to ensure an adequate diversification of the overall portfolio and to minimise the potential impact of any business or sector failure.

The firm continues to be mindful of developments relating to the broader topic of ESG. In particular, Edgbaston is following regulatory developments, the progression in the quality and standardisation of metrics, and the substance of voluntary initiatives. In recognition of the growing focus in this area, the firm's approach has evolved to become more systematic in how our research incorporates the various types of risks around ESG and the ongoing efforts to mitigate them. As with many elements of the process, the firm expects the approach will continue to evolve incrementally over time.

*Asian Corporate Governance Association ("ACGA")*

Edgbaston is a member of the ACGA. The ACGA is an independent, non-profit membership organisation founded in 1999, shortly after the Asian Financial Crisis, which is dedicated to working with investors, companies and regulators in the implementation of effective corporate governance practices throughout Asia. Edgbaston is an active participant in the ACGA's work in three key areas – research (tracking corporate governance developments and producing independent analysis of new laws and regulations, investor engagement and corporate practices), advocacy (engaging in constructive dialogue with relevant parties on

practical issues) and education (annual conference and periodic seminars). Additionally, Edgbaston is a member of the ACGA's Korean Working Group, a forum for members to discuss advocacy initiatives and collaborative engagements specific to the Korean market.

*Asia Investor Group on Climate Change ("AIGCC")*

Edgbaston is a member of the AIGCC. The AIGCC is an initiative to create awareness and encourage action about the risks and opportunities associated with climate change and low-carbon investing among Asia's asset owners and asset managers. AIGCC provides capacity and a trusted forum for investors active in Asia to share best practice and to collaborate on investment activity, risk management, engagement and policy related to climate change.

*Independent Investment Management Initiative ("IIMI")*

Edgbaston is a member of the IIMI. The IIMI is a think-tank that offers an independent voice in the debate over the future of financial regulation. The IIMI's stated aims include (i) restoring society's trust in the financial sector; (ii) promoting the values and practices of owner-managed firms that align their interests with those of their clients; and (iii) raising awareness of the positive, stabilising contribution small entrepreneurial firms make to the economy and society as a whole. The IIMI publishes policy papers, issues regular updates and contributes evidence to relevant political and regulatory commissions.

*The Diversity Project*

The Diversity Project is a cross-company initiative championing a diverse, equitable and inclusive UK investment industry. The organisation aims to promote the right talent to better reflect society, to help build more sustainable businesses and, ultimately, to deliver the best possible financial outcomes for clients. As members, Edgbaston has access to a peer network group to share learning, best practice and new initiatives.

**Principle 5 – Signatories review their policies, assure their processes and assess the effectiveness of their activities.**

Edgbaston reviews its policies and procedures on a regular basis. It conducts a formal assessment of the adequacy and effectiveness of its policies and procedures annually in the form of the annual review of the Compliance & Risk Management programme. The annual review includes:

- an assessment of the effectiveness of systems and controls and their implementation;
- material compliance matters that arose during the period;
- material changes in Edgbaston's business model;
- material changes in Edgbaston's regulatory environment; and,
- recommendations for material changes to Edgbaston's policies and procedures as a result of the changes in Edgbaston's business model or regulatory environment.

Edgbaston's Compliance & Risk Testing Programme consists of a series of tests of Edgbaston's policy notes. It takes place on an ongoing basis and forms the basis of Edgbaston's assessment of the adequacy and effectiveness of its policies, procedures, systems and controls. In addition, external audit procedures are carried out annually by an independent public accounting firm. The work consists of a review of Edgbaston's financial accounts and financial, internal control procedures to assess the appropriateness of the current arrangements and to approve the year-end accounts. Compliance will also, from time to time, instruct an independent adviser to conduct a 'mock' regulatory examination. This process seeks to replicate a genuine

regulatory examination from the SEC and/or the FCA. Any findings are considered and remedial action undertaken, where applicable.

## INVESTMENT APPROACH

### **Principle 6 – Signatories take account of client and beneficiary needs and communicate the activities and outcomes of their stewardship and investment to them.**

As of 31<sup>st</sup> December 2023, Edgbaston had US\$1.1bn of assets under management across over 115 investor accounts; primarily in the US. Edgbaston’s clients are institutional investors such as charities, foundations, endowments and pension plans. Except in exceptional circumstances, Edgbaston does not accept client direction on proxy voting and corporate governance issues. Edgbaston believes this helps to ensure fairness and simplicity across its entire client base. Whilst some investors have expressed a preference for Edgbaston to restrict investments in companies involved in certain practices, Edgbaston believes it has a fiduciary obligation to seek the best investment return for *all* our clients. Edgbaston has not agreed to any client specific investment restrictions.

Clients receive a monthly valuation report showing selected information about their investments. Such reports are distributed on or before the fifth business day of each calendar month. Clients also receive audited financial statements for the respective fund on an annual basis and a monthly factsheet detailing certain of the funds’ investment holdings and selected performance information. Other items of interest, such as (i) monthly holdings, (ii) monthly attribution, and (iii) quarterly cross trading, proxy voting and sideletter summaries, are available to clients on request. Finally, clients are provided with a more detailed investment letter on a quarterly basis. The investment letter covers both “firm” and “portfolio” changes, and discusses Edgbaston’s investment philosophy, holdings and performance.

Edgbaston maintains records of engagement activity and proxy voting decisions with portfolio companies. This allows Edgbaston to monitor the effectiveness of engagement and voting activity. Other than this document and the examples described, Edgbaston does not issue public reporting on stewardship matters.

### **Principle 7 – Signatories systematically integrate stewardship and investment, including material environmental, social and governance issues, and climate change, to fulfil their responsibilities.**

This integration is described within Edgbaston’s ESG Policy, included at Appendix 4.

### **Principle 8 – Signatories monitor and hold to account managers and/or service providers.**

Edgbaston receives a range of services in support of its stewardship and engagement activities. We employ qualified third-party service providers to complete various administrative activities for the commingled funds. Contracts and service level agreements are in place and satisfy regulatory requirements governing the delegation of non-investment services. Although certain services have been delegated, Edgbaston generally retains overall responsibility, which is reflected in its monitoring and control arrangements.

More specifically, Northern Trust, custodian / depositary for Edgbaston’s commingled funds, has outsourced certain of its proxy processing responsibilities to Broadridge, a leading provider of proxy voting and corporate governance services. Broadridge principally provides Edgbaston with meeting notification and ballot delivery

services, agenda summaries and vote instruction processing services. These services are delivered to Edgbaston via an interface provided by Glass Lewis Europe Limited (“Glass Lewis”), an independent provider of global governance services. In addition to the basic services provided by Broadridge, Glass Lewis provides Edgbaston with more bespoke proxy voting services including detailed agenda content and original source documents, background research, translation services, power of attorney maintenance and recordkeeping and custom reports. Edgbaston does not outsource any part of its proxy voting decision making process to Broadridge, Glass Lewis or Northern Trust. This is described more fully within Edgbaston’s Proxy Voting Policy, included at Appendix 3.

Edgbaston’s investment approach is based on fundamental analysis, which involves building and maintaining a detailed knowledge of individual companies, including through meetings and calls, analysis of published company reports, announcements and circulars and broader internal and external research and data. Third-party research, such as sell-side research, ESG-rating providers’ data and rating and thematic research, can be a valuable part of the information-gathering process before Edgbaston’s proprietary research is written. Ultimately, however, Edgbaston relies solely on its own proprietary research to make investment decisions. Edgbaston’s investment process is not dependent on any third-party research provider. Edgbaston’s ongoing monitoring of investee company strategy, operational, governance and management performance and capital allocation is integral to its investment process.

## ENGAGEMENT

### **Principle 9 – Signatories engage with issuers to maintain or enhance the value of assets.**

Ownership of shares brings with it important responsibilities, particularly the right to speak and vote on matters that can influence the way in which a business is conducted. Edgbaston adopts a positive engagement approach whereby it discusses issues with the management of the companies in which it invests or is considering investing on behalf of its clients. Management interviews are integral to our report writing process; last year our investors had over 150 one-to-one discussions with companies. Edgbaston prefers to have one-on-one discussions as it believes this enables an effective relationship with boards and management to be built. Edgbaston uses the information gathered during these meetings both to inform its investment decisions and also to encourage company management to improve procedures and policies. Edgbaston believes that this is the most effective way to effect positive change in standards of corporate social responsibility. Edgbaston monitors the effectiveness of its engagement with the managements and boards of investee companies. Its historic communications, and the success of any such communications, will play a part in its proxy voting decisions. Edgbaston maintains electronic records of material engagements, voting and other corporate governance and corporate responsibility activities, including the rationale for voting decisions.

### **Principle 10 – Signatories, where necessary, participate in collaborative engagement to influence issuers.**

Culturally, we find discussions with Asian companies to be more fruitful in one-on-one meetings (large group settings or situations involving the media tend to be less effective). However, from time to time, we do join forces with other investors to push for change and, occasionally, participate in engagement efforts organised through industry bodies. Occasionally, collaboration with other investors may help to create a better outcome for Edgbaston’s clients. However, Edgbaston is mindful that it needs to maintain a balance between the time spent on such matters and the value it will generate for clients. The investment team will review proposals for

collective engagement initiatives with Edgbaston's compliance group on a case-by-case basis with reference to the following criteria:

- The materiality of the issue;
- The ability to influence (i.e. the materiality of the shareholding);
- The ownership profile of the company under discussion.

In considering participation in collaborative engagement initiatives, Edgbaston will also consider potential conflicts of interest, concert party rules and its policy on insider information.

**Principle 11 – Signatories, where necessary, escalate stewardship activities to influence issuers<sup>2</sup>.**

Edgbaston expects to see the following in a corporate board:

- Independence from management;
- Suitably qualified / diverse board with a good understanding of the business risks and opportunities;
- A focus on the protection of shareholders' rights, including treating all shareholders equally;
- Sufficient oversight, including an objective evaluation of management and ensuring their remuneration programmes align to shareholders' long-term best interests;
- A commitment to ensuring the company earns an attractive return on the capital contributed by shareholders.

As a general policy, Edgbaston's strong preference is to achieve its clients' objectives whilst supporting portfolio company management. However, on occasion, Edgbaston's views may differ from those of management and/or the Board and this may give rise to an escalation in engagement. Factors taken into account prior to escalation include an assessment of the materiality of the matter in dispute, the size of Edgbaston's shareholding and the ownership profile of the business in question. The specific response thereafter will always be determined on a case by case basis but may include the following:

- Formalising our view to the management and/or board in writing;
- Contacting the company's advisers and/or independent directors for a further exchange of views;
- Voting against the management recommendation on a given motion;
- Collaborating with other shareholders to determine whether they share Edgbaston's concerns;
- Attending an AGM or EGM in person / introducing an AGM or EGM motion;
- Escalating concerns to the relevant stock exchange or regulator;
- Making a public statement (as a general policy, we do not favour using the media);
- Selling the stock.

## EXERCISING RIGHTS AND RESPONSIBILITIES

**Principle 12 – Signatories actively exercise their rights and responsibilities.**

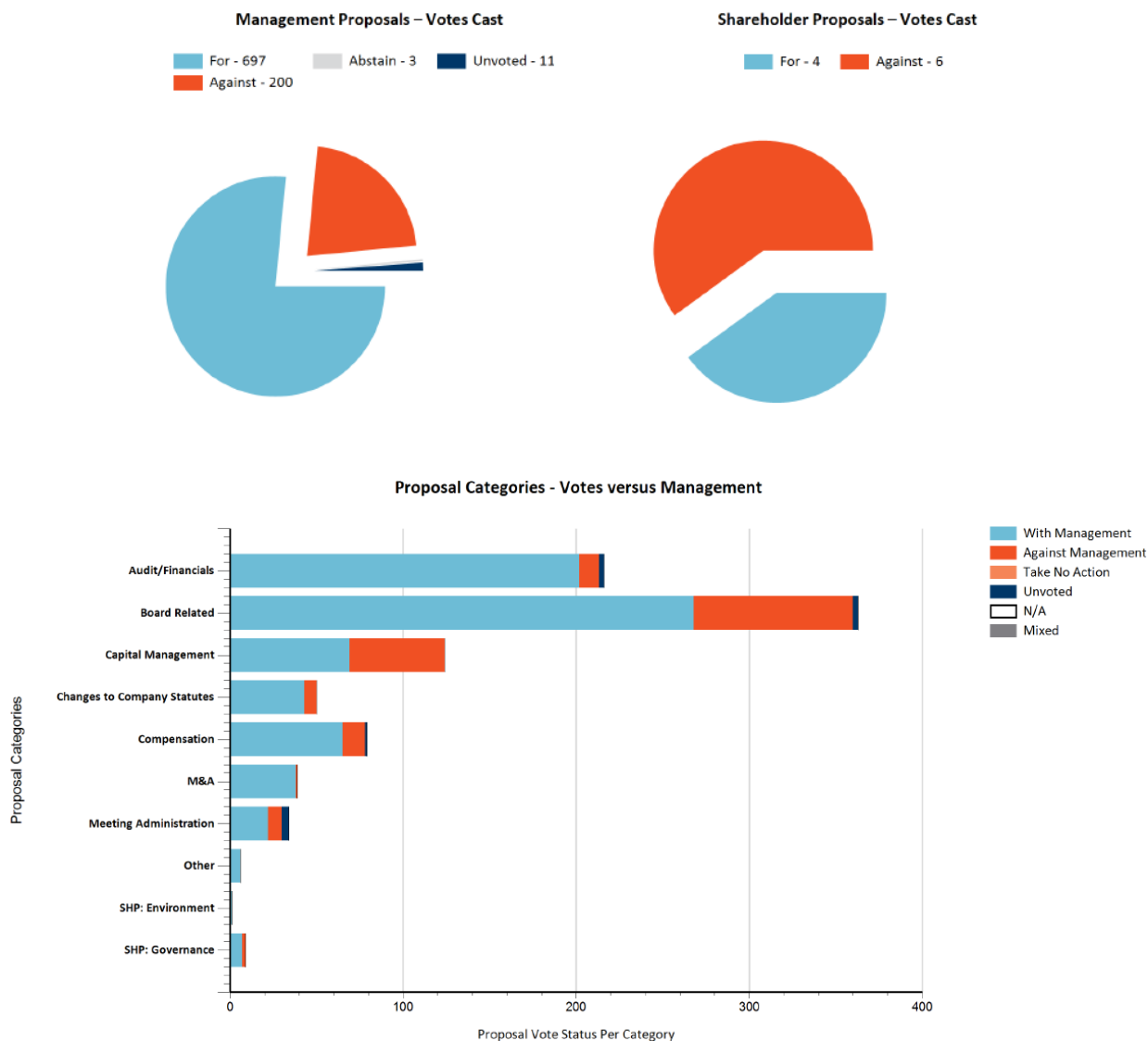
Edgbaston aims to vote on every agenda item and this process can also give rise to engagement opportunities.

---

<sup>2</sup> Some examples of our escalation of stewardship activities during 2022 are included at Appendix 1.



In 2023, Edgbaston voted in 123 meetings on behalf of the funds. The firm voted in favour of 701 resolutions, against 206 resolutions and abstained or took no action in the remaining resolutions<sup>3</sup>. For those voting outcomes available during that period, Edgbaston’s vote was aligned to the outcome in approximately 80% of instances<sup>4</sup>. We do not routinely communicate voting decisions to portfolio companies, but where we have repeatedly voted against a resolution, this is normally an agenda point for discussion when we next speak with management. Overall, proxy voting statistics for the 2023 calendar year were as follows:



<sup>3</sup> Edgbaston may periodically be unable to vote a specific proxy including (but not limited to) when a custodian provides no voting service in a given market or because the custodian’s agent, in error, does not process a proxy or provide sufficient notice of a vote. Edgbaston may also refrain from voting if it is considering liquidating a position, as shares may be blocked.

<sup>4</sup> The voting outcome is not reported on all proposals. These percentages are based on those meetings where an outcome has been published within the Glass Lewis platform only.

**APPENDIX 1 – EXAMPLES OF STEWARDSHIP ACTIVITIES (2023)**

Country	Indonesia, Korea, Pakistan, Philippines, Thailand	Singapore	South Korea	Malaysia	Hong Kong	Taiwan
Industry Group (GICS)	Several	Transportation	Automobiles & Components	Banks	Materials	Capital Goods
Topics / Themes	Climate Change: Flooding Risk	Leadership and Governance: M&A	Ethics and Oversight	Capital Structure	Shareholder Rights, Capital Structure	Board Composition and Performance, Shareholder Rights, Ethics and Oversight
Form	Direct contact	Direct contact	Direct contact	Direct contact	Direct contact	Direct contact
Counterparties	Several	Group Deputy CEO, CFO and the Company's Internal Experts (HR, IR, Legal, Sustainability team)	The Company's Internal Experts (HR, IR, Legal, Sustainability team)	The CEO and the Company's Internal Experts (HR, IR, Legal, Sustainability team)	The Board of Directors	The Company's Internal Experts (HR, IR, Legal, Sustainability team)
Engagement length	0-1 years	0-1 years	0-1 years	1-3 years	1-3 years	1-3 years
Stated objective of the engagement	To better understand which companies have operations in areas prone to flooding, what steps are being taking to reduce the risk to property and staff, and what arrangements are in place to cover financial losses.	To communicate our concerns regarding acquisition risk.	Raised disappointment with recent investigations into the Chair and related parties on embezzlement charges. Probed for change.	Discussed growth in share count due to persistent Dividend Reinvestment Plans (“DRP”).	Ahead of the AGM, a letter was written to the Board outlining our reasons for voting against a general authority to issue shares without pre-emptive rights.	Reiterated our frustration around the cross shareholding structure in place and the poor way the controlling family have handled succession.
Stated objective achieved?	Yes	Ongoing	Ongoing	Ongoing	Yes	Yes
The effect of the engagement (i.e. what was/wasn't achieved)	As investors with a five-year investment horizon, flooding risk is one we must consider, and we are now far better informed.	Management claim to be very disciplined. Suggested they have been too conservative over recent years.	Audit Committee has conducted independent investigation. Remediation plan formed to prevent re-occurrence.	Encouraged to speak directly with Central Bank to present an alternative point of view in terms of balance sheet efficiency for the industry.	The resolution did not pass.	Established a direct dialogue with the company.

APPENDIX 2  
SHAREHOLDER RIGHTS DIRECTIVE (“SRD II”)

Asset managers authorised by the Financial Conduct Authority (the “FCA”) are required under the FCA’s Conduct of Business Rules (“COBS Rules”) to develop and publicly disclose an engagement policy (and publicly disclose on an annual basis how its engagement policy has been implemented) or publicly disclose a clear and reasoned explanation of why it has chosen not to comply with any of the requirements imposed by the relevant COBS Rules.

Edgbaston believes its UK Stewardship Code Statement provides sufficient detail on its engagement policies as required under the COBS rules. Edgbaston has chosen not to publicly disclose, on an annual basis, how its engagement policy has been implemented. Edgbaston does not believe it is necessary or appropriate for such information to be publicly disclosed given the size of its holdings in portfolio companies and the nature of its client base.

### APPENDIX 3 PROXY VOTING POLICY

Edgbaston Investment Partners LLP (“Edgbaston”) considers it to be of paramount importance when assessing proxy voting responsibilities on behalf of its privately offered commingled funds and separately managed account (collectively defined as “Clients”) to recognise the fiduciary responsibility it assumes in acting as investment manager. Edgbaston also recognises the need to exercise its proxy voting obligations with a view to enhancing long-term investment values. Edgbaston believes that both are generally compatible with good corporate governance as they provide the best operating environment for each underlying portfolio company to cope with competitive commercial pressures. To help achieve its objectives, it is Edgbaston’s policy, subject to the considerations described below, to use its commercially reasonable efforts to vote proxies arising on all shares held on behalf of its Clients.

Standard issues typically arise at Annual General Meetings (“AGMs”) or Ordinary General Meetings (“OGMs”). Standard issues may include items of a routine nature such as the presentation of financial statements to shareholders, approval of routine executive compensation or incentive plans, approval of financial statements by shareholders, election of directors and approval of director’s fees, election of auditors and approval of audit fees, and declaration of dividends.

In certain markets, permission to waive pre-emptive rights are a standard resolution on AGM agendas. Edgbaston routinely votes against these. The varying levels of protection offered to minority shareholders in different countries often results in a lack of adequate disclosure in terms of parties involved, discounts given and the use of proceeds. Over time, waiving pre-emptive rights also dilutes minority shareholders’ stake in the business.

Material issues may arise at Extraordinary General Meetings (“EGMs”), Special General Meetings (“SGMs”), OGMs, or AGMs. Material issues may include items that relate to corporate governance matters; changes in a company’s country of incorporation; mergers and other corporate restructurings; anti-takeover provisions such as staggered boards, poison pills, or supermajority provisions; changes to capital structures including increases and decreases of capital and preferred stock issuance; material stock option, management compensation, or incentive plan issues; and social and corporate responsibility considerations. Edgbaston also considers standard issues to be material issues when it has knowledge that a potential conflict of interest with management is present. These situations can arise where a portfolio company’s US retirement plan assets are invested in the Clients, a portfolio company or one of its affiliates is also a brokerage counterparty to a Client’s security or foreign currency transaction, or where a person responsible for overseeing investments at a Unitholder that is invested in one of Edgbaston’s privately offered funds is also a director or officer of a portfolio company that would materially benefit from any executive compensation or incentive scheme subject to shareholder vote. Please note, however, that Edgbaston may not be aware of the roles performed for portfolio companies by underlying Unitholders. Unitholders are requested to notify Edgbaston in writing of any known affiliations with publicly traded companies that could fall within Edgbaston’s investment universe. Unitholders are also requested to notify Edgbaston if they are actively involved in the financial services industry or affiliated or employed by an investment bank, broker/dealer, custodian or asset management firm.

The Northern Trust Company (“Northern Trust”) acts as the custodian / depositary of Edgbaston’s privately offered commingled funds and holds those securities for the benefit of the Unitholders. Northern Trust have

outsourced certain of its proxy processing responsibilities to Broadridge, a leading provider of proxy voting and corporate governance services. Broadridge principally provides Edgbaston with meeting notification and ballot delivery services, agenda summaries and vote instruction processing services. All of these services are delivered to Edgbaston via an interface provided by Glass Lewis Europe Limited (“Glass Lewis”), an independent provider of global governance services. In addition to the basic services provided by Broadridge, Glass Lewis provides Edgbaston with more bespoke proxy voting services including detailed agenda content and original source documents, background research, translation services, power of attorney maintenance and recordkeeping and custom reports. Meeting notifications are provided according to an established service level agreement in place between Northern Trust and Broadridge and one in place between Northern Trust and Edgbaston. Edgbaston does not outsource any part of its proxy voting decision making process to Broadridge, Glass Lewis or Northern Trust.

Following receipt of proxy voting materials from Broadridge and Glass Lewis, Edgbaston’s investment operations team prepares a package of material for review by a member of the Edgbaston’s Portfolio Implementation Committee (“PIC”). The package of material includes details of the resolutions published by the company, background research, any translations (if the documents have not been published in English), and the deadline for the response. One PIC member is able to decide on standard items but material items and votes against management recommendations require two PIC members to approve the course of action. Once the action is approved, Edgbaston’s investment operations team processes and verifies the proxy vote electronically using the Glass Lewis proprietary system.

In certain circumstances, Edgbaston may be unable to vote a specific proxy including (but not limited to) when Northern Trust or Broadridge does not provide a voting service in a given market, because Northern Trust or its agent, in error, does not process a proxy or provide sufficient notice of a vote, or because an error is committed by any party involved in the proxy voting or registration process. Edgbaston may also refrain from voting if it is considering liquidating a position (as shares may be blocked when proxies are submitted), where the costs of voting a specific proxy outweigh the economic benefit that Edgbaston believes would be derived by the Clients, where a specific class of shares does not carry voting rights with respect to a given issue subject to shareholder vote, or where re-registration of the shares into the Client’s name (rather than Northern Trust’s nominee’s name) may (or may reasonably be expected to) result in a violation of local privacy laws or adversely impact the Client’s economic interests.

Separately managed accounts clients generally name their own custodians who may use a different provider of proxy processing services.

When voting proxies in certain Asian markets, Edgbaston may be constrained by certain country or portfolio company specific issues. For example, some companies in the portfolio impose voting caps on the maximum number of proxy votes that any single outside shareholder may control. Others require all board issues to be resolved by a show of hands, rather than a poll. As all shares may be held by one nominee, these restrictions have the effect of substantially limiting the impact of any proxies cast. Furthermore, some companies in the portfolio may restrict investment managers (such as Edgbaston) from voting proxies where disclosures of holdings or securities under Edgbaston’s control have not been made on a timely basis or in a format required under their articles of incorporation.

Additional information on Edgbaston’s proxy voting and corporate governance policies can be found in the Stewardship Code Statement on Edgbaston’s website ([www.edgbastonip.com](http://www.edgbastonip.com)). Unitholders may receive a

quarterly summary of proxies voted or not voted and issues raised at meetings held by portfolio companies, by contacting Edgbaston's Client Services representatives (at [clients@edgbastonip.com](mailto:clients@edgbastonip.com)) and asking to be included on the quarterly proxy voting distribution list.

## APPENDIX 4 ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

As value investors, we invest in the cheapest quartile of our universe. We consider environmental, social and governance (“ESG”) issues amongst a broader group of factors when making a quality assessment of an investment. These assessments feed into the valuation we are prepared to pay for any business. Higher levels of aggregate risk (lower quality) require a bigger margin of safety. Within the valuation discipline, our approach is to engage with companies to encourage better practices on ESG issues.

We do not utilise ESG screening in our investment process. Exclusionary policies imply that the responsibility for engagement rests elsewhere and we disagree with this premise. Exclusionary screens are also less successful in capturing companies making improvements in their ESG practices. Thoughtful capital can engage on sensitive ESG issues but only if it still has a seat at the table. We believe that multiple investors asking the same hard questions can eventually make a difference in corporate behaviour. Companies in the cheapest quartile are often unfashionable and overlooked but many are still working towards improving their standing in the areas of ESG; if not, management can be encouraged to do so through persistence and cajoling.

We place emphasis on our own, internal research with the assistance of some third-party resources. Each of our investors engages in the research, analysis and assessment of ESG considerations as part of our regular research process. The assessment of ESG factors can be nuanced and complex; our view is that it is best done on a case-by-case basis. We believe that a score-based approach fails to capture both the sheer diversity of ESG factors (many of which are qualitative in nature) and the inconsistent disclosures across regions and even individual countries. An added consideration is that Edgbaston manages an all-cap programme and smaller market capitalisation companies often do not fall under a service providers’ coverage.

Our approach is holistic. We believe that balance is required between environmental goals, social consequences and governance considerations. A good illustration is NHPC, an Indian hydroelectric power producer in the Portfolio. Hydroelectric power is considered crucial to the clean energy transition in India as the government aims to increase the country’s reliance on renewable generation. However, new dams have been responsible for population displacement as well as increased and repeated risk of severe flooding. How, as investors, should we balance the immediate environmental degradation versus longer-term climate protection and the social impact of giving more Indian citizens access to electricity? The answers are seldom simple.

We have been explicitly considering governance issues for many years and the process is well integrated into our research process. We consider factors such as the Board’s track record in terms of management oversight, executive pay and suitability of the management team. It is encouraging when the Board is suitably qualified and diverse with a good understanding of the business, its risks and opportunities. We also consider both the Board and management’s long-term track record on topics such as ensuring a sensible capital structure has been maintained, capital allocation, balancing the rights of all shareholders, ensuring the price paid for acquisitions has been reasonable and ensuring that acquisitions have been in the interests of the business.

Perhaps most importantly, we also consider the company’s decision in terms of the dividends and the pay-out ratio as a particularly reliable indicator of governance. We believe the pay-out ratio is one of the best ways of measuring, in a single metric, many of the smaller decisions a company makes in terms of the efficiency of its

capital allocation. If a company is able to return cash which is excess to its operational and investment requirements, we can then extrapolate that there are other sensible decisions being made within the business.

In assessing environmental issues, we consider how competitive the business is relative to its peer group (whether that is domestic, regional or global). In our experience, the environmental footprints of companies in sectors such as utilities, transportation, extractive, steel and cement tend to be directly correlated with the competitiveness of the business – companies who operate newer facilities with greater economies of scale and those who have invested in their facilities tend to have an advantage against those operators with older, smaller and often more polluting facilities. We are mindful of whether the asset basis is compliant with current regulations or will require further investment to ensure compliance. The latter can raise issues around fines and litigation which have their own financial consequences and would not be indicative of a business being run in a sustainable fashion. We also consider any upcoming changes to environmental regulations and how these future changes are likely to impact the company's position. Understanding whether the company has been a leader or a follower in terms of adherence to regulatory issues, informs us of management's attitude towards corporate citizenship. Finally, we also assess requirements for capital expenditure and whether this relates to growth, maintenance or upgrading of facilities. Necessary and/or pre-emptive expenditures feed into the normalisation process and may impact our estimates of normalised earnings.

Companies' social responsibilities include factors such as providing a safe workplace and contributing to the local economy in the form of employment and taxation. These are very difficult to quantify and can be in direct conflict with the narrowly defined role of generating shareholder returns. In our view, sustainable businesses are not built without participation in the local community – a broader definition of stakeholders is necessary to create sustainable businesses.

In the past, we would engage with management primarily on governance issues. As our thinking has evolved, the framework we have in place is now equally useful when discussing environmental and social issues. Today we engage with companies more broadly. Last year, our investors had over 150 one-to-one discussions with companies. These discussions are a useful way of understanding management's broad approach to ESG, to track changes in this approach over the long term, to explore the assumptions behind disclosures, and also to understand the operational choices management have made and the long dated business impacts of those choices. We find engagement often requires long term dialogue. This allows the investment team to signal and define expectations, and allows corporates to contextualise and explain their decisions. Even when dialogue does not lead to change, at the very least it improves communication and enables a greater understanding of both points of view. Engagement often needs time to be successful, this is why Edgbaston's five-year investment horizon is well suited.

Culturally, we find discussions with Asian companies to be more fruitful in one-on-one meetings (large group settings or situations involving the media tend to be less effective). However, from time to time, we do join forces with other investors to push for change and, occasionally, participate in engagement efforts organised through industry bodies. We also have our proxy voting efforts; Edgbaston aims to vote on every agenda item and this process can also give rise to engagement opportunities. Engagement is a long process that can take many years and even then, success is not guaranteed. However, at least by remaining shareholders, we are able to exert influence and cajole companies to improve themselves.



We are aware that many investors such as colleges, universities and/or private charities may maintain a list of securities of restricted companies operating in certain industries or economic sectors from which they would like their investment managers to divest. Our policy is to respond to any enquiries we receive on ESG matters. Unless legally required to do so, we have not, however, agreed to dispose of any existing holdings or refrain from purchasing other securities that may meet our valuation and quality criteria. For more information on this topic, please contact [clients@edgbastonip.com](mailto:clients@edgbastonip.com) or see our Stewardship and Shareholder Engagement Policy, which includes our Proxy Voting Policy, at [www.edgbastonip.com](http://www.edgbastonip.com).