



Fisher Investments
Engagement
Policy

FISHER INVESTMENTS™

INSTITUTIONAL GROUP



Overview

Fisher Investments (FI) is an active investment manager on behalf of its and its affiliates' clients that engages with companies as part of its fundamental analysis and to clarify or express concerns over potential ESG issues at the firm or industry level. FI also engages with company management on proxy voting issues, particularly when Institutional Shareholder Services, Inc. (ISS) is in disagreement with company management.

FI holds meetings with management as necessary to discuss issues FI feels are pertinent to analyzing the company or better understanding peers or relevant industry factors. Information uncovered during engagement is incorporated into our fundamental analysis.

Depending on the issue, FI may engage in additional meetings with company management, intervene in concert with other institutions on the issue or meet with appropriate members of a company's board. Our experience shows stewardship concerns are usually best resolved by direct,

confidential contact with company officials – whether at the board or management level. Escalating an issue beyond that point depends on the materiality of the issue, the company's responses to past communications and whether we believe such engagement is in our clients' best interests.

Information uncovered during engagement is incorporated into our fundamental analysis.

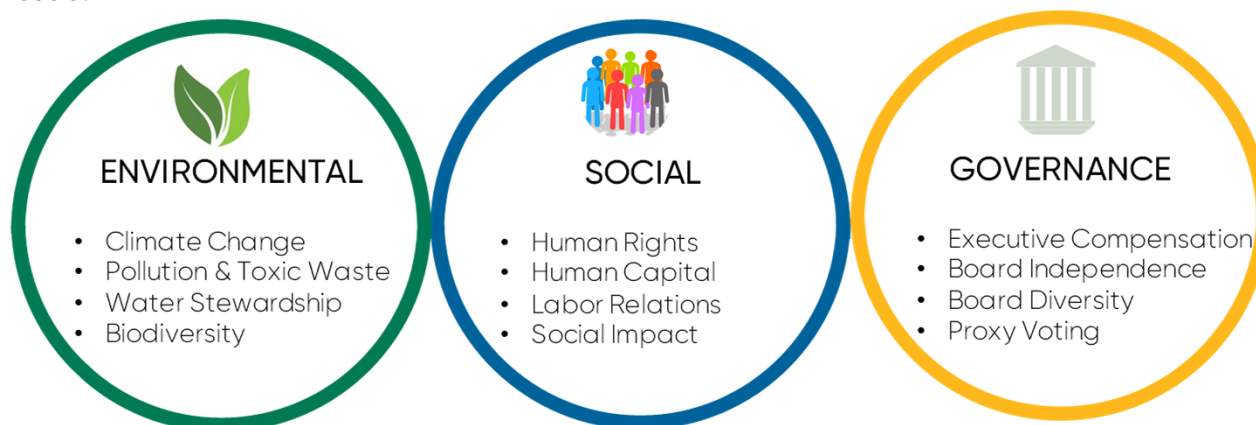
FI believes the below engagement policy is in accordance with our commitment to the Principles for Responsible Investment (PRI).

Engagement Resources & Process

FI has dedicated staff that works to identify ESG risks and opportunities and conducts engagement with companies. To encourage a real-time, active engagement dialogue, we prefer either a phone call or in-person meeting with the company. Once an engagement objective is identified, we initiate engagement and monitor progress over time. Common objectives are: gathering information, improving ESG disclosure, urging the company to establish a policy for a salient ESG issue, or setting targets/strengthening performance on a particular ESG issue.

We engage companies in support of our equity strategies and to a lesser degree, our fixed income strategies. We understand ESG issues often manifest outside of our normal investment time horizon, therefore we recognize engagement as a way to address longer-term risks and opportunities. All engagement interactions and details are documented in the firm's Engagement Log.

We prioritize multiple factors in each ESG category:



Within our focus areas, many of our engagement opportunities are identified by utilizing a combination of top-down quantitative and qualitative information to generate focus lists. The lists are further vetted based on bottom up company research, which includes reviewing company financial and sustainability disclosures, analysis from our ESG research providers, research from responsible investment network partners and relevant NGO reports. Conducting peer analysis of ESG leaders and laggards highlights potential gaps in disclosure or performance for the candidate company.

In addition to our primary engagement approach, we monitor our holdings on an ongoing basis and consider engagement

whenever concerns arise related to a company's business.

To summarize, engagements may be considered when:

- We utilize our top-down process based on issue, geography, sector, or strategy
- Our third party ESG ratings provider significantly downgrades a company's rating
- A company's activity results in it being assigned a red flag (severe controversy)
- We decide against buying a security in an ESG portfolio for ESG-related reasons
- The company no longer complies with our ESG screens
- At the request of an institutional client

Additionally, engagements may be sourced through our proxy voting process. FI utilizes ISS as its third-party proxy service provider. ISS is one of the largest providers of corporate governance solutions with services including objective governance research and analysis, proxy voting and distribution solutions. When FI votes proxies on behalf of clients, FI evaluates issues and votes with the best interests of our clients in mind. FI frequently engages with company management on proxy voting issues,

particularly where ISS is in disagreement with management.

When conducting engagements related to climate issues, FI considers both direct and transition risks and opportunities on our holdings. Within portfolios, for example, we assess the impact of climate-related legislation and shifting consumer and investor preferences on countries, sectors, and companies.

Collaborative Engagements

We recognize the importance of working together, and we collaborate with other institutional investors to engage companies when we believe doing so is likely to advance clients' interests, is consistent with our firm's policies and procedures and is permissible under applicable laws and regulations. For example, if dialogue with management fails to achieve our desired objective and we wish to retain the investment in the company concerned, we consider carefully whether taking further action is likely to improve shareholder value. We always seek to have a clear objective for collaborative engagements, which is tracked along with our progress in FI's Engagement Log. As involving multiple parties

in an engagement can increase complexities, we seek to ensure all collaborative engagements follow UNPRI's "4 Cs" for success: commonality, coordination, clarity and clout. Understanding our time is limited, we evaluate collaborative engagements as we would standalone engagements (described above).

Collaborative engagements will typically be coordinated by our ESG Specialist focusing on active ownership.

Transparency/Reporting

Engagements are recorded in FI's Engagement Log and internal portfolio management system. FI's Research Analysts update the IPC on material insights gained from our

engagements. Stewardship activities are reported in FI's Quarterly Engagement Reports.

Conflicts of Interests

As a fiduciary, we seek to place the interests of our clients first and to avoid conflicts of interest, including those arising from voting or engagement activities. Ethics and integrity are the bedrock on which the rest of our business is built. FI actively seeks to avoid situations involving potential conflicts of interest by closely monitoring business practices and reminding employees of their fiduciary responsibilities both when they join the firm and through annual compliance training.

FI has strict procedures in place to help ensure its fiduciary responsibility to clients is maintained. As an investment adviser and mutual fund adviser, FI is subject to Rule 204A-1 of the Advisers Act and Rule 17j-1 of the Investment Company Act of 1940, as amended. To comply with these requirements, FI has adopted a Code of Ethics containing provisions reasonably necessary to prevent its "Access Persons," as defined in the Code of Ethics, from engaging in any act, practice or course of business prohibited by the Rules. The Code of Ethics addresses investments by Access Persons in securities with particular rules for initial public offerings and limited offerings.

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In accordance with FI's Code of Ethics, all Access Persons are required to have reportable security transactions approved in advance by designated personnel involved in the trading process. Reportable Transactions include

all common stock, options, corporate bonds, exchange traded funds and trades in mutual funds for which FI is the sub-adviser to the fund company. Access Persons and FI Principals have bought, owned and sold securities in various publicly traded corporations, including those held and traded in clients' accounts.

Access Persons and Principals may continue holding securities purchased prior to their employment with FI continuously held since. Additionally, Access Persons and Principals must submit all brokerage statements, which reflect transactions for their benefit, to help ensure this policy is implemented according to stated objectives. FI will provide a copy of its Code of Ethics upon request.

FI's vision statement states "our quest requires delivering unparalleled service, continuous education and appropriate solutions to our clients and always considering their interests first."

In addition to these explicit policies, we also stress ethics in company culture. FI's vision statement states "our quest requires delivering unparalleled service, continuous education and appropriate solutions to our clients and always considering their interests first." Likewise, ethics and integrity are a core component of employee performance reviews and factor directly into performance evaluations.

Proxy Voting

Purpose

Fisher Investments ("FI") has adopted procedures to implement the firm's requirement on proxy voting to monitor and ensure the firm's requirement is observed, implemented properly and amended or updated, as appropriate, which may be summarized below.

Responsibility

The Senior Vice President of Research for Portfolio Management Group and the Securities Team Leader have the overall responsibility for monitoring this policy and procedure. The Securities Team Leader is responsible for coordinating the development, implementation, review and update of this policy and procedure as well as for enforcing this policy and procedure. The Legal and Compliance Department is responsible for the testing adherence to this policy and procedure.

Procedure

1. Review

1.1 Proxy Voting

1.1.1 Function

FI's Proxy Voting committee (the "Committee") oversees all aspects of FI Proxy Voting and serves as the control point for all decisions relating to Proxy Voting. The Committee must review and approve proxy voting policies and procedures annually.

1.1.2 Membership

The members of the Committee are the Chief Compliance Officer (CCO), the Senior Vice President of Portfolio Management (SVP Research) and member of the IPC, the Investment Operations Group Vice President, the Securities Team Leader, and the Securities Operations Team Leader.

1.1.3 Meetings

Each quarterly meeting, the Committee reviews and analyzes proxy voting record provided by FI's third-party proxy voting service, Institutional Shareholder Services (ISS).

The Committee reviews findings with respect to the adequacy and effectiveness of these Proxy Voting Policies and Procedures and any proposed changes thereto are documented in the meeting minutes and kept in the Committee's records.

2. Voting Procedures

During the new account set-up process, custodians are directed to send proxy ballots directly to ISS. ISS generally handles the operational tasks related to proxy voting, including ballot information collection and vote submissions. ISS also is utilized for recordkeeping and recording services. The Securities Operations Team reconciles share discrepancies for model holdings between FI's internal systems and ISS to ensure accurate voting, and confirms voting success with ISS for every applicable voting ballot.

Proxy Voting

2. Voting Procedures (Continued)

In the event the proxy ballots are sent to FI, the receiving employees will forward any proxy materials received on behalf of clients to the Securities Operations Team to determine which client accounts hold the security to which the proxy relates. The Securities Operations Department receives and reconciles the proxies. Absent material conflicts, under the supervision of the Securities Team Leader or his delegate, FI should vote the proxy in accordance with applicable voting guidelines defined below.

3. Disclosures

FI provides information in its Form ADV Part 2 summarizing the proxy voting policy and procedures, including a statement that clients may request information regarding how FI voted a client's proxies, and that clients may request a copy of these policies and procedures.

4. Voting Guidelines

Many proxy issues fall into well-defined, standardized categories, and as a result we have developed guidelines in conjunction with ISS for these categories. We currently work with ISS to further refine our Guidelines and to track and vote our clients' proxies according to these Guidelines. While FI's IPC utilizes ISS for shareholder vote recommendations, they reserve the right to override ISS recommendations as they see fit. Any IPC override is logged by the Securities Team Leader and reported to the Proxy Committee on a quarterly basis.

The Committee conducts an annual due diligence analysis on ISS, which includes a review of ISS' SSAE-16 audit report and an annual meeting with ISS to review any pertinent procedural updates or changes to their proxy voting guidelines. Furthermore, the Securities Operations and the Securities Team Leaders perform an annual review of the proxy voting recommendations of select strategies at the end of the first quarter to ensure ISS recommendations are in line with our overall voting guidelines.

FI votes proxies according to environmental resolution guidelines, as developed and maintained by Institutional Shareholder Services Inc. (ISS) in the Fisher Investments ESG strategies and in select accounts given account specific mandates regarding voting in accordance with ESG principles.

Proxy Voting

5. Exceptions

There may be issues that will cause us to deviate from our standard voting policies. For these exceptions, our Research Team will review the voting rationale and provide the IPC with its analysis and recommendation on to see if we need to deviate from our standard voting policy. The IPC reserves the right to direct a vote against any of these policies in its discretion. In the case of unique or novel proposals, it is our policy to analyze the issues on a case by case basis, voting in favor of what we consider in the best interests of shareholders. Most often we expect to support management's positions on such issues – but not always.

5.1 Conflicts of Interest

Where a proxy proposal rises what we regard as a material conflict of interest between our interests and the client's, including a mutual fund client, we will resolve such a conflict in the manner described below:

5.1.1 Vote in Accordance with the Guidelines:

To the extent that we have little or no discretion to deviate from the Guidelines with respect to the proposal in question, we will vote in accordance with the Guidelines.

5.1.2 Use an Independent Third Party

To the extent that we have discretion to make a case-by-case decision under the Guidelines or to deviate from the Guidelines with respect to the proposal in question, we will forward proxy materials in which we have a conflict of interest, as determined by the IPC, regarding a particular action to an independent third party for review and a voting recommendation. Where such independent third party's recommendations are received on a timely basis, we will vote all such proxies in accordance with such third party's recommendation (or allow the third party to cast the vote on our behalf). If the third party's recommendations are not received in a timely manner, we will abstain from voting the securities held by that client's account.

5.1.3 Obtain Consent of Clients

Instead of relying on an independent third party we may instead, in certain circumstances where we have a material conflict of interest, disclose the conflict to the relevant clients and obtain their consent to the proposed vote prior to voting the securities. The disclosure to the client will include sufficient detail regarding the matter to be voted on and the nature of our conflict that the client would be able to make an informed decision regarding the vote. When a client does not respond to such a conflict disclosure request or denies the request, we will abstain from voting the securities held by that client's account.

Proxy Voting

5.2 Limitations

In certain circumstances, in accordance with a client's investment advisory contract (or other written directive) or where we have determined that it is in the client's best interest, we will not vote proxies received. The following are some circumstances where we may limit our role in voting proxies received on client securities:

5.2.1 Client Maintains Proxy Voting Authority

Where client specifies in writing that it will maintain the authority to vote proxies itself or that it has delegated the right to vote proxies to a third party, we will not vote the securities and will direct the relevant custodian to send the proxy material directly to the client.

5.2.2 Terminated Account

Once a client account has been terminated in accordance with its investment advisory agreement, we will not vote any proxies received after the termination. It is the client's responsibility to direct the custodian (or a specified third party) to vote all outstanding and future ballots for action.

5.2.3 Limited Value

If we conclude that the value of a client's economic interest or the value of the portfolio holding is indeterminable or insignificant, we may abstain from voting a client's proxies. We do not vote proxies received for securities which are no longer held by the client's account. In addition, we may decline to vote securities where the economic value of the securities in the client account is less than [\$1,000].

5.2.4 Securities Lending Programs

When securities are out on loan, they are transferred into the borrower's name and are voted by the borrower, in its discretion. However, where we determine that a proxy vote is materially important to the client's interest, we may recall the security.

5.2.5 Unjustifiable Costs

In certain circumstances, after doing a cost-benefit analysis, we may abstain from voting where the cost of voting a client's proxy would exceed any anticipated benefits (or disadvantages) of the proxy proposal.

5.2.6 Share Blocking

When share blocking (especially certain foreign issues) is detrimental to investment flexibility, we may abstain from voting.

5.2.7 Late Receipt of Proxies

When proxies are not received in time, especially from foreign issuers, we may not be able to vote proxies.

5.2.8 Other

In countries where the ability to vote proxies is difficult due to disclosure requirements, timing and attendance of shareholder meetings, vote preparation and execution among others, i.e. Denmark, voting efforts are done on a reasonable effort basis.

Proxy Voting

6. Response to Request

All private client requests for information regarding proxy votes, or policies and procedures, received by any employee should be elevated to the Correspondence and Resolution Team (CRT). CRT will elevate requests regarding proxy votes to Securities Operations and requests regarding policies and procedures to Compliance.

In response to any proxy related request, CRT will prepare a written response to the client with the information requested, and as applicable will include the name of the issuer, the proposal voted upon, and how FI voted the client's proxy with respect to each proposal about which client inquired.

All requests from Institutional clients regarding proxy policies and procedures are elevated to Compliance. Requests in regard to proxy voting are elevated to Securities Operations.

7. Response to Request

In accordance with Rule 204-2 under the Advisers Act, we will maintain for the time periods set forth in the Rule:

- (i) this Proxy Voting Policy, and all amendments thereto;
- (ii) a record of all votes cast on behalf of clients;
- (iii) records of all client requests for proxy voting information as well as Fisher Investment's response;
- (iv) any documents we prepared that were material to making a decision how to vote or that memorialized the basis for the decision (paper or electronic form); and
- (v) all records relating to requests made to clients regarding conflicts of interest in voting a proxy.

FI utilizes the resources of ISS to maintain many of these records, and have received a written undertaking from ISS to provide a copy of all such records promptly upon our request.

FI will enter into arrangements with all mutual fund clients to assist in the provision of all information required to be filed by such mutual fund on Form N-PX.

In certain capacities where FI acts in a sub-advisory capacity for an unaffiliated fund, FI and/or ISS may keep records in excess of Rule 204-2 time requirements as feasible upon client request.

