

Engagement Policy - SI No 81 of 2020 European Union (Shareholders' Rights) Regulations 2020

The document that follows describes Connor, Clark & Lunn Investment Management Ltd.'s (CC&L) approach to engagement and stewardship at the firm level in reference to the disclosure requirements laid out in SI No 81 of 2020 European Union (Shareholders' Rights) Regulations 2020.

Direct Corporate Engagement

Where CC&L identifies material ESG risks in an investee company, or where CC&L's views about a proxy vote differ with management, CC&L may raise the issue with management and/or the board of directors in person or in writing. Direct Corporate Engagement activities may involve both the portfolio manager and the Stewardship and Engagement team (S&E Team). The choice about which issues to engage on is made with reference to themes prioritized by CC&L, the size of the position, the materiality of the issue and how frequently CC&L has voted against management in the past. The S&E Team makes decisions regarding its engagement activities together with the relevant portfolio manager. The S&E Team keeps a record of all engagement activities and outcomes.

The first step in an engagement is generally a dialogue with the company to understand the issue and voice any concerns. Where the outcome of this discussion does not satisfy the portfolio manager, various escalation steps may be considered including using our proxy voting rights in support of our engagement goals. Escalation activities will be undertaken at the discretion of the portfolio manager when the issue is deemed to be material and prior engagement efforts have not been successful.

Our engagement activity focuses on the Canadian universe where we believe we have the largest influence, however, our S&E Team will also engage with non-domestic companies on an ad-hoc basis where it makes sense to do so.

Further information regarding our Engagement activities can be found in our [Stewardship & Engagement](#) and [Responsible Investment](#) policies.

Collaborative Engagement and Initiatives

In addition to completing independent engagements, CC&L may also participate in collaborative engagements and initiatives sponsored by other institutional investors, industry associations or advocacy groups. These collaborations allow us to pool resources and speak with a stronger unified voice to protect the interests of shareholders in the companies in which we invest on behalf of our clients.

Participation in a collaborative engagement will only be undertaken when it complements our independent engagement efforts. The S&E Team will identify and/or initiate collaborative activities that meet CC&L's engagement objectives and guidelines.. Further information regarding our participation in collaborative initiatives can be found in our [Stewardship & Engagement Policy](#).

Proxy Voting

CC&L has a fiduciary duty to vote proxies both in a timely manner and in the best interests of our clients. The central tenet of our proxy voting policy is that good corporate governance enhances long-term shareholder value. We believe that for our proxy voting process to be effective, some flexibility is required, and for that reason we use guidelines rather than rules. Our guidelines are designed to provide a framework for contemplating a wide range of situations that can have a significant impact on the investment value of the securities held in our clients' accounts.

The global proxy research and voting services of Institutional Shareholder Services (ISS) are employed to help assess and vote proxies in accordance with our custom voting policy. Taking into account our custom guidelines, ISS prepares voting recommendations for all proposals on which we are entitled to vote. CC&L will generally rely on these recommendations, however, certain situations will warrant additional review and may result in CC&L voting contrary to ISS' recommendations.

CC&L takes its voting responsibilities very seriously and uses its best efforts to exercise these rights. There are, however, situations when it may be impractical or impossible for CC&L to vote. A limited number of international markets are subject to share-blocking restrictions, which create liquidity and administrative challenges that prevent CC&L from voting securities in those markets. If a CC&L pooled fund lends securities to a third party, the voting rights are passed on to the borrower. However, in these situations, if CC&L holds a material stake in the issuer, or if the portfolio manager deems it necessary, CC&L will generally recall and vote the shares.

While CC&L intends to apply the voting rights policy in all countries, CC&L will also take into account local laws and prevailing governance practices when exercising our voting instructions, which may result in deviations from the proxy voting policy as described. For greater detail on our specific voting guidelines please refer to our [Voting Rights Policy](#).

Conflicts of Interest

All CC&L personnel are required to report potential conflicts of interest to the CCO as soon as reasonably possible. Director or officer positions with reporting issuers require prior approval from the Board of Directors of CC&L, as outlined in section below. CC&L personnel should always strive to act honestly, fairly and in the best interests of CC&L and its clients.

Service as Directors

CC&L personnel are not allowed to serve as directors of reporting issuers without prior approval of the Board of Directors of CC&L. When these situations arise, the personnel who serve as directors of reporting issuers are not permitted to have access to, or to participate in, the formulation of the decision to trade in the securities of the reporting issuer, nor are they permitted to influence the decision in any manner. They are also not permitted to influence the voting of proxies for that reporting issuer. Further, in such situations, CC&L is prohibited from purchasing or selling securities of the reporting issuer unless and until the fact that such CC&L person is a director of the reporting issuer is disclosed to the client, and the client provides his or her written consent to the purchase or sale of the securities of the reporting issuer.