



## *Proxy Voting Policy*

**Effective Date**

1 July 2019

## 1 Introduction

This document summarises the policy of Ashmore Group plc and its affiliated companies, Ashmore Investment Management Limited and Ashmore Investment Advisors Limited (collectively “Ashmore”) on proxy voting.

## 2 Purpose

Subject to specific mandate restrictions, Ashmore is typically responsible for voting proxies and taking decision in connection with corporate actions (referred to herein as “proxies” or a “proxy”) with respect to equities, bonds, loans or other debt instruments (referred to herein as “securities”) held by or held on behalf of the clients for which it serves as investment manager / advisor (“clients”).

## 3 Scope

Ashmore will, at its discretion, apply its proxy voting policy for all Clients, which may include collective investment schemes, investment companies, limited partnerships and other investment funds and vehicles established by Ashmore (“Ashmore Funds”), and segregated institutional client accounts, white label accounts (public funds branded or co-branded in the name of a third-party where the third-party provides some or all of the local infrastructure, marketing, compliance and regulatory framework), structured products, and other accounts established by third-parties (“Segregated Accounts”).

Ashmore will apply its proxy voting policy in a manner that takes account of the different circumstances associated with its investment management duties and responsibilities or with any investment objectives, guidelines or restrictions applicable to a particular Client.

The following forms or proxy votes are typical (but not exhaustive) of those Ashmore is presented with:

- Debt Accelerations, exchanges and restructurings, corporate reorganisations, restructurings, events of default, bankruptcy proceedings and buy-backs
- Equities Election of directors, ratification of auditors, management and director compensation, changes to capital structures, takeovers, mergers and corporate restructurings, social, environmental and corporate policy issues

## 4 Legal and regulatory requirements

This policy addresses our strategy and approach in relation to:

- The applicable regulatory requirements for investment managers and advisers registered in the US by the SEC or in the UK by the FCA e.g. Rule 206(4)-6 on Proxy Voting; and the EU’s UCITS Directive 2010/43/EU and the UK FCA’s COLL rules on Collective Investment Schemes on strategies for and exercise of scheme voting rights.
- The UK Stewardship Code Principle that ‘Institutional investors should have a clear policy on voting and disclosure of voting activity’ (Principle 6).

## 5 Responsibilities

In circumstances where Ashmore has been advised of a requirement for a proxy vote relating to a Security held by or on behalf of a fund/account, or where a Corporate Action requires an election, then the following responsibilities apply:

The Transaction Processing team within the Operations department will monitor and take responsibility to notify the relevant Decision Maker which is usually the Portfolio Manager (in some scenarios for special situations assets this could be the Ashmore Legal team) of upcoming event.

- The Decision Maker is responsible for advising Transaction Processing the desired outcome in the timeframe communicated. The Decision Maker will make the determination if the event requires consultation and agreement from the Ashmore's Investment Committee.
- The Decision Maker will determine whether a matter related to a required vote requires review and input from Ashmore's Legal and Transaction Processing and or Compliance departments.
- The Decision Maker will determine whether or not to discuss such events with other market participants, issuers and agents, but Ashmore will not disclose how it intends to vote on any particular event proposal without the advance approval of Ashmore's Compliance department. This does not restrict communications in the ordinary course of business with custodians or other agents of Ashmore's Clients.
- Transaction Processing is responsible for submitting elections on behalf of the Decision Maker in an accurate and timely manner.

## 6 Voting Policy

Where Ashmore is given responsibility for proxy voting, it will take reasonable steps under the circumstances to ensure that proxies are voted in the best interests of its Clients. Protecting the financial interests of its Clients is the primary consideration for Ashmore in determining how to protect such interests. This generally means proxy voting with a view to enhancing the value of the securities held by or on behalf of Ashmore's Clients, through maximising the value of securities, taken whether individually or as a whole.

When considering how to vote a proxy, Ashmore will consider those factors that relate to a Client's interests, primarily economic, which may result in it voting for a proposal, against a proposal, abstaining from voting or submitting pricing tenders or other commercial undertakings in respect of a proposal.

Ashmore may also refrain from voting in routine proxy voting issue such as ratification of auditors, particularly if the Ashmore Clients' aggregate holdings in a particular company are not deemed material in the context of such a vote. For this purpose, "routine" proposals could typically include matters such as an uncontested election of directors, meeting formalities or the approval of an annual report of financial statement.

Ashmore's standard form investment management agreement will provide that Ashmore is generally responsible for proxy voting unless the Client has specifically directed Ashmore to the contrary in writing.

## 7 Conflicts of Interest

From time to time, proxy voting proposals may raise conflicts between the interests of Ashmore (including its employees, and / or its affiliates) and its Clients.

Ashmore's Compliance Department will take certain steps to determine whether such conflict is material and, if so, Ashmore will either vote in favour of the Client or manage the conflict in

accordance with Ashmore's conflicts of interest policy, which may include disclosure of such conflict to the Client for its prior approval as to Ashmore's proposed vote. If the Client does not respond to such a request or declines the request, Ashmore shall abstain from voting the relevant securities.

If Ashmore is prohibited from disclosing such conflict to a Client (for example, due to confidentiality restrictions) Ashmore shall determine whether to vote in the Client's interest or abstain from voting.

Routine proxy proposals shall be presumed not to involve a material conflict of interest for Ashmore, unless Ashmore's Compliance Department has actual knowledge that a routine proposal should be treated differently.

## **8 Specific Client Instructions**

Where, under any circumstances, a Client provides Ashmore with specific voting instructions, Ashmore will vote in accordance with those specific instructions, and will not vote in accordance with this policy.

Where a Client's instruction do not relate to all matters to be voted upon, Ashmore will continue to apply its proxy voting policy to those matters not covered by such specific instructions.

Clients should be aware that providing specific instructions to Ashmore in relation to a particular matter may prevent Ashmore from taking the steps set out in its proxy voting policy to obtain the best possible result in respect of the matters covered by those instructions.

Ashmore will accept no responsibility in connection with proxy voting matters that it has received no notice of, or has not received timely or accurate notice of from a custodian or relevant service provider responsible for the holding of its Securities.

## **9 Monitoring and Review**

Ashmore will monitor the effectiveness of its proxy voting policy on a regular basis, and, where appropriate, correct any deficiencies.