

EQT Proxy Voting Policy

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Statement of Policy

Purpose	<p>As a responsible entity and institutional investor on behalf of its clients, EQT has an obligation to act in the interests of persons on whose behalf we invest. This includes a responsibility to vote proxies on matters concerning the listed companies we invest in, in a manner that seeks to improve corporate governance.</p> <p>This document sets out EQT's policy in relation to proxy voting. It has been formed in accordance with the <i>ASX Corporate Governance Principles and Recommendations</i>, and outlines the principles and objectives we will take into account when voting.</p>
Application	<p>This policy applies to Equity Trustees Limited and its controlled entities. References to 'EQT' or 'we' includes controlled entities of Equity Trustees Limited, acting in their capacity as responsible entity, trustee or institutional investor.</p>
Review	<p>The policy will be reviewed 3 years.</p>
Policy Breaches	<p>Breaches of this policy should be reported to EQT Management Investment Committee ('MIC').</p>
Reporting	<p>Quarterly reporting to MIC and annual disclosure of voting record on EQT website.</p>

Policy Overview

Objectives

The objective of this policy is to ensure voting rights are exercised in a way that furthers the interests of members and investors, maximising where possible their investment returns, across the EQT Group.

However EQT also recognises that corporate governance issues can be subjective in nature, and prescriptive rules cannot cover every situation. In some instances, EQT may determine after appropriate consideration that as a matter of governance, it is more effective and in the interests of those for whom we invest to abstain from voting.

Use of Proxy Advisers

EQT does not currently engage independent expert corporate governance advice or proxy advisers. Independent expert advice may be sought in circumstances where we believe it will promote the interests of members or investors, or where EQT believes it can have a material impact on the outcome of voting.

On a periodic basis this will be reviewed by the EQT Management Investment Committee ('MIC') in the context of changes to prevailing corporate governance guidelines and standards.

Voting Principles

General Principles

EQT view that corporate governance and the exercise of voting rights are an important aspect of any investment decision process. We appreciate that in some cases we may have the potential to influence corporate governance and policy by the exercise of our voting rights. Even if the matter is not material then consistent with good practice, we generally will exercise voting and other similar rights.

In exercising these rights, we take into account the following principles:

- a) any votes case will be cast in the best interests of investors or members;
- b) we will not vote in favour of resolutions or actions imposing differential voting rights share classes or “poison pill” or other anti-takeover provisions which seek to deter appropriate takeover offers;
- c) our preference is to support and vote in favour of a Board or management recommendation, provided it remains consistent with this policy;
- d) we will abstain from voting where we believe that voting presents a conflict of interest, or may constitute a breach of our obligations under law;
- e) in some instances, we may determine it appropriate for governance reasons, and in the interests of investors or members, to abstain from voting;
- f) if a resolution is divisive or raises contentious issues, we will be guided by what is in the best interests of investors and members . Resolutions falling into this category include-
 - (i) those where there is a real likelihood that we will vote against a Board-sponsored resolution;
 - (ii) those where there is a real likelihood that we will vote against a current Director standing for re-election;
 - (iii) those which in our reasonable opinion are inconsistent with or contravene the ASX Corporate Governance Principles and Recommendations;
 - (iv) any other issue or resolution which we consider on reasonable grounds to be contentious or divisive having regard to media coverage, industry conventions and relevant laws.

In addition to the above, we will apply the principles below in relation to specific matters of Board and Corporate Governance, as well as Remuneration and Investors’ Rights.

Board & Corporate Governance

Where EQT holds voting rights directly as an investment manager, it will be informed by the ASX Corporate Governance Principles and Recommendations. EQT will generally (but not in all cases), vote in accordance with the following principles:

- The Board of Directors should be formed with a majority of Independent Directors, subject to their skill and experience for the role.
- The audit, corporate governance, nomination and remuneration committees of a company should be formed with a majority of Independent Directors.
- The Chairman of the Board should be an Independent Director.
- Directors will be held accountable for the decisions they make on committees. EQT will withhold nominee votes for Directors who make decisions which are not in the best interests of the investors, e.g. approving excessive remuneration packages.
- EQT supports auditor independence, and any relationship between the auditor and the company should be primarily to provide auditing services, i.e. audit services should make up greater than 50% of the fees that the audit company earns from the company.

Remuneration

EQT will generally, (but not in all cases), vote in accordance with the following principles:

- Aligning the interests of Directors and Executives with shareholders through share ownership. A balance must be achieved where such incentive schemes are not excessive, nor should they work against the interests of shareholders.
- Remuneration performance hurdles should be set to provide a reasonable incentive. They should not be set at a level where they can be considered a gift.
- There should be full public disclosure of the remuneration of Directors and Executives.
- The remuneration of Directors and Executives should be reasonable and justifiable.

Corporate Structure and Investors' Rights

EQT will generally, (but not in all cases), vote in accordance with the following principles:

- Investors should have voting rights in proportion to their equity.
 - There should not be separate classes of securities with different voting rights issued by a company.
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Mandates

Listed Australian Equities Our investment advisers and managers are required to notify us of voting recommendations whenever a recommendation is to vote against a Board or management recommendation. We take into account any advice received from investment managers and voting advisory services in the implementation of our proxy voting policy for listed Australian equities.

Further investigation may be required before exercising voting rights if a particular issue is not addressed by best practice guidance or the situation is unusual.

Accountabilities

Proxy Voting Disclosure	EQT publishes a summary of its share voting activities on an annual basis on its website at www.eqt.com.au , in accordance with FSC Standard 13.
Policy Breaches	Breaches of this policy should be reported to the MIC, or to Asset Management.
Where to get help	Please contact Asset Management, if you require further information about this policy.

Policy Administration

Document Title	EQT Proxy Voting Policy
Policy Level	Level 2
Version No.	
Policy Owner	Asset Management
Policy Administrator	Enterprise Risk
Related Policies <i>(These must be read in conjunction with policy)</i>	None
Supporting procedures or guidelines <i>(These must be read in conjunction with policy)</i>	ASX Corporate Governance Principles and Recommendations
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Review and Approval Body	MARCC