ARISTOTLE CAPITAL MANAGEMENT STEWARDSHIP POLICY

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Aristotle Capital's approach to Stewardship is guided by the principles outlined in the 2020 UK Stewardship Code.

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Purpose and Values

Our Purpose

We enable our clients to achieve their individual missions.

The name Aristotle (Greek name Aristotélēs) means "the best purpose," which is derived from the words aristos (best) and telos (purpose). At Aristotle*, our best purpose is to enable our clients to achieve their individual missions. Whether it is fulfilling the distribution needs of a pension plan, the funding goals of a university, the yearly distributions of a foundation, or the retirement objectives of an individual, we are inspired by the impact that our disciplined investment processes can have in fueling the aspirations of our clients.

- **Clients:** Our first and primary responsibility is to our clients. We believe this is the foundation for our success.
- **Employees:** We are committed to creating a culture of honesty, hard work and integrity and fostering a setting that spurs intellectual growth.
- **Community:** We commit time, talent and resources to give back to our local communities.
- **Firm:** We collaborate with the common goal of meeting our clients' needs and achieving our company's purpose.

Our Values

1. **We place our clients' interests first.** Our first and primary responsibility is to our clients. This is the foundation for our success.
2. **We act with integrity.** We hold ourselves to the highest moral and ethical standards. We are steadfast in our commitment to integrity.
3. **We achieve excellence through accountability and collaboration.** We strive for excellence in our daily activities and aim to provide our clients a quality experience. We hold ourselves accountable for our mistakes and learn from them. We collaborate with the common goal of meeting our clients' needs and achieving our company's purpose.
4. **We empower our employees.** Our employees are our most important asset. We will reward quality customer service, problem solving, and implementation of improved processes that strengthen the organization. We welcome innovation and continuous improvement.
5. **We are respectful.** We encourage a culture of mutual respect, where we value diversity, strive for inclusion, and spur intellectual growth.
6. **We value community.** We strive to make a meaningful difference as an active participant in our communities.

*The term "Aristotle" is used throughout this document to refer to Aristotle Capital Management, LLC.

Governance, Resources and Incentives

We fulfill our primary responsibility to our clients by ensuring we maintain a diverse, engaged workforce. Our employees are our greatest asset, and we rely on them to make the right choices. We foster a culture of honesty that encourages collaboration, hard work, integrity and that spurs intellectual growth.

Our compensation structure seeks to align our interests with those of our clients, with personnel across departments holding ownership in the firm, including the majority of our investment professionals. Our firm has a formal written Compliance Manual and we have adopted our own Code of Ethics for employees, as required by the Investment Advisers Act of 1940, as amended. The firm also follows the CFA Institute's Code of Ethics and Standards for Professional Conduct.

The firm provides new employees with training and documentation with respect to the policies and procedures detailed in the Compliance Manual and Code of Ethics. All new employees and access persons are required to complete certifications attesting to their receipt and understanding of the firm's Code of Ethics and compliance policies and procedures. Thereafter, employees complete compliance certifications on a quarterly basis.

The Chief Compliance Officer (CCO) provides notice to all employees when material updates are made to the Code of Ethics and Compliance Manual and when annual amendments are made. Compliance-related training is generally held on-site, via a web class and/or sent via electronic mail for self-study. On-site compliance training is also supplemented with targeted training received via conferences and workshops sponsored by external vendors. All compliance meetings attended by employees are documented for our files.

Conflicts of Interest

All employees are expected to behave as fiduciaries with respect to our clients. This means that each must render disinterested advice, protect client assets (including clients' personal data) and always act in the clients' best interest. We also strive to identify and avoid conflicts of interest.

All employees are subject to the policies and procedures outlined in the firm's Compliance Manual and Code of Ethics. The Compliance Manual addresses specific risk controls and procedures that guide the firm's processes. In addition, our Chief Financial Officer/Chief Operating Officer and Chief Compliance Officer are responsible for identifying and managing conflicts of interest. Below are areas outlined as potential conflicts of interest and how we address them.

• **Insider/Personal Trading**: The firm requires disclosure of all material relationships or financial arrangements (e.g. Outside Business Activities). Employees are required to pre-clear all personal trades in reportable securities and the firm monitors all personal trading activity to match pre-clearance actions. The firm also requires employees to disclose when presented with non-public information.

• **Proxy Voting**: Our firm requires disclosure to Compliance of any officer, senior executive or director positions held by employees, their spouses or close relatives at outside and public firms.

• **Side-by-Side Management of Private Funds / Performance-Based Fee Arrangements:** Differing fee arrangements increase the risk that higher fee-paying accounts may receive priority over other accounts during the allocation process. Aristotle mitigates these risks by implementing procedures, such as blocking trades, maintaining proper written records with respect to allocations, and allocating at average price. These procedures are designed and implemented to ensure that all clients are treated fairly and equally, and to prevent conflicts from influencing the allocation of investment opportunities among clients.

• **Trade Allocation and Best Execution**: We employ pro-rata allocation methods and block trading to provide best execution services to clients for all trades executed by the firm.

• **Gifts, Rebates, Contributions or Other Payments of or to Employees**: The firm requires employees to receive pre-approval and/or disclose (based on the gift amount) and/or decline gifts or payments at certain levels to maintain good business practices and ensure that procedures for the Code of Ethics are being followed.

Employees must complete certification of the Compliance Manual and Code of Ethics on an annual basis as well as any time an update to either document is made. Any potential conflicts of interest must be disclosed to the Chief Compliance Officer.

Promoting Well-Functioning Markets

We believe our long-term and quality-focused approach, both in our investment process and engagement with the companies in which we invest, is an important part of how we make responsible investment decisions. Our disciplined investment approach is designed to realize value over an investment horizon of typically five years. We believe a long-term perspective allows us to have consistency in our process, by ignoring short-term events and instead take our time to truly understand a company's key attributes, risks, opportunities, value drivers, and catalysts. Our long-term thinking distinguishes us and helps us identify companies that possess sustainable competitive advantages and that we believe are poised to outperform their peers over a market cycle. Our investment decisions are the result of years (*sometimes decades*) of our team's work understanding the long-term sustainability of business models and the impact on future investment risks and returns. Due to this long-term horizon, annual turnover has historically run low (with three-year annualized turnover below 15% across all strategies).

We define risk as the permanent loss of capital. Mitigating the risk of permanent loss of capital is an important consideration during our research and portfolio construction processes. We manage nonsystematic portfolio risk through our efforts to:

- Focus on what we believe to be high-quality businesses;
- Fully understand the businesses in which we invest;
- Invest in companies trading at meaningful discounts to our estimation of fair value;
- Diversify the portfolio; and
- Rigorously apply our sell discipline.

Additionally, the Investment Risk Committee meets to discuss, review and monitor key risks and exposures that could materially impact client investment portfolios. Our Investment Risk Committee adds a layer of risk monitoring, ensuring strategy guidelines are met, understanding the portfolio risk exposures and overseeing that unintended risks are not being taken. The Committee meets quarterly and then communicates with the Portfolio Managers to go over such risk aspects. The Committee also reports any key findings to the Executive Committee.

Review and Assurance

We review our policies to ensure they meet our clients' effective stewardship activities and needs. We listen to our clients' feedback and incorporate it as necessary. We believe that maintaining an open dialogue with our clients is the best way to ensure we meet their needs with a long-term horizon in mind.

Investment Approach

Client Beneficiary Needs

We have a long history of partnering with our clients. Client Portfolio Managers are members of the investment team who meet regularly with clients and make sure to understand their evolving needs and requirements. Thanks to our client-centric focus, long-term approach, and passion for researching businesses (rather than trading stocks), we believe we have been able to retain a large number of clients for many years (in some cases decades).

Years ago, for example, during our regular conversations with one of our European clients, we realized the need to better incorporate additional items of sustainability in our approach. Our Sustainability Team was born as a result of such conversations. In the same way, our clients asked us to explore becoming PRI Signatories. After careful consideration and internal review, we ultimately decided to become signatories. More recently, conversations with our clients led us to incorporate a formalized framework that covers ESG topics in our research reports. We will continue to support our clients and value their feedback, while reporting our progress as often as requested.

Stewardship, Responsible Investment and Climate

Approach to Responsible Investing

We consider environmental, social and governance factors as part of our analysis of the quality and *sustainability* of a business, as well as any potential risks. We believe that over the long-term, *sustainability* and ESG considerations can be strongly interconnected and have an impact on risks and returns of the companies in which we invest. While today, many of these important topics are labeled by others as "ESG factors", our investment team has long held these factors as essential to long-term business *sustainability*. If determined relevant, as with all material company findings, these issues are discussed in more depth within the investment team and then potentially discussed with the company itself.

Our Sustainability Team provides an additional overlay to ensure our investment team remains aware of sustainability issues, risks and potential opportunities. This Team is headed by our firm's Co-Chief Investment Officer and includes additional members of the investment team and broader firm.

Climate Considerations

Current and future effects of global climate change can pose significant risks to the long-term financial performance of our portfolio holdings. At Aristotle we seek to understand any potential impacts at the individual company level. Our investment approach considers important climate-related risks and opportunities such as carbon emissions, emerging technologies, energy efficiency and pollution, among others in our analysis of the long-term *sustainability* of a business. We evaluate these issues for existing holdings, as well as companies under consideration for potential investment.

Additionally, members of the Sustainability Team identify and monitor climate risks and opportunities that may impact our current holdings. Material findings, such as climate goals or major events, are stored in our Sustainable Investing database, updated regularly and made available to investment team members to better inform investment activities, engagement discussions and to better understand the businesses with which we invest.

Monitoring Managers and Service Providers

Aristotle engages various vendors to assist the firm in providing services to clients. As a fiduciary, Aristotle is responsible for prudently selecting and maintaining vendors. Accordingly, vendors deemed to be critical to the operations of Aristotle must undergo initial and periodic due diligence reviews. Generally, a vendor is deemed be a key vendor if: (1) the vendor has access to non-public client information; and or (2) provides products and/or its services that are critical to Aristotle in conducting its day-to-day business or in meeting its legal or contractual obligations.

As an investment adviser, Aristotle has a fiduciary obligation to clients to supervise services provided by its vendors. In this capacity, Aristotle takes steps to select key vendors to ensure safeguarding of client information and securing Aristotle's critical systems from misuse, disruption and unauthorized access.

The CCO is responsible for the Vendor Management Working Group (the "Vendor Management Group") and overseeing the implementation of this policy. The Vendor Management Group generally consists of members of the Compliance Team and/or such other employees designated by the CCO, which may include the CRO and other employee(s) responsible for acquiring the vendor.

Initial Due Diligence and Approval: Prior to engaging a new service provider, Aristotle will review potential vendors for the procurement of services by assessing the vendor for ability to provide services, secure the firm's data and information, maintain and follow compliance policies and procedures and respond appropriately to business interruptions or breaches.

If the vendor is approved, the service agreement will be executed by an authorized agent of Aristotle. If the vendor is deemed to be critical to the business operations of the firm or have access to client or firm sensitive data, the Vendor Management Group will add the vendor to the firm's approved key vendor list.

Ongoing Due Diligence and Assessment: Aristotle will periodically query key vendors to ensure that they maintain a high level of security and adhere to contractual obligations. The frequency of periodic due diligence depends on a vendor's level of risk, as determined by the CCO. Periodic due diligence generally includes the following and will be completed by a member of the compliance team:

- Request and review the following policies from the vendor (as applicable):
    - Business continuity policy
    - Incident response plan
    - Cyber policy
    - Privacy policy
    - Certificate of insurance
    - Demonstration of controls audit (e.g. SOC2) and cybersecurity testing (e.g. penetration testing or vulnerability scans);
- Conduct an onsite audit if deemed necessary by the CCO; and
- Document the review of the vendor.

Engagement

Engagement

Engaging with management teams is an important component of Aristotle's investment process. Our meetings give us insight into management's strategic priorities, risks and opportunities, the sustainability of a company's business model, stewardship practices, financial strength, and ability to endure (and potentially rise above) during times of adversity. Our firm's investment team conducts hundreds of company meetings per year, including onsite visits to companies' facilities, as well as meetings with customers, suppliers and competitors.

Our Sustainability Team also directly engages with the companies in which we invest. These engagements focus on addressing specific issues related to sustainability and with stewardship. We aim to promote appropriate disclosure on material ESG issues, encourage the implementation of a sustainability framework (if one doesn't already exist) and establish dialogue around notable controversies. We also seek to understand how the company thinks about risks and opportunities related to climate change, as well as their environmental goals (future and progress already achieved).

Through our long-term investment approach, we seek to foster congenial relationships with company management, which can help provide a sounding board if we believe the company has taken fundamental missteps or has failed to create value for its shareholders. We believe this provides an effective means in providing better dialogue between us and the companies in which we invest.

Our team meets prior to each engagement to establish priorities for discussion and prepare questions. We seek to identify any outstanding controversies, review items that required follow-up from past engagements and review additional resources (including the Value Reporting Foundation's SASB engagement guides and company materials) to ensure we cover topics that are pertinent to each particular industry. The team maintains clear records of each meeting in a centralized database outlining our engagement activity. Engagement notes contain the purpose of the meeting, attendees, topics discussed, outcomes, and items for future follow-up. These records are shared with members of the investment team and help us monitor companies' progress over time.

Collaboration

We seek to establish conversations with peers, asset managers and owners, and industry experts to share and learn best practices as it pertains to stewardship and sustainability. We also seek to participate in forums and educational events on topics ranging from Diversity, Equity and Inclusion, to Sustainable Investment, to Corporate Governance and beyond.

Escalation

Meeting regularly with management teams has always been an important part of our research process. Issues that are more likely to prompt escalation include objectionable governance practices or lack of transparency. We may escalate an issue by conducting additional meetings with company management. We can also escalate an issue by voting against a manager proposal or a director. If we continue to not feel comfortable with the company's strategy, changes in transparency, policies or any other issue, this could lead us to ultimately divest our investment.

Exercising Rights and Responsibilities

Exercising Rights and Responsibilities

Aristotle has adopted Proxy Voting policies and procedures to determine voting decisions. Aristotle believes that the voting of proxies is an important part of portfolio management as it represents an opportunity for shareholders to make their voices heard and to influence the direction of a company. We seek to leverage our proxy voting rights in promoting issues that are relevant to the long-term *sustainability* of our investments and the economic interest of our clients' capital. Proposals are analyzed by our investment team and rationales are documented accordingly. While we consider ISS (Institutional Shareholder Services) recommendations, we study each proposal and vote consistently with the goal of promoting issues that are relevant to the long-term sustainability of our investments and the economic interest of our clients' capital. For clients who feel strongly about exercising their voting rights to promote ESG (or other) issues, we encourage them to vote proxies directly or through a designated third party.

Disclosures

This policy is published by the investment management team at Aristotle Capital Management, LLC (Aristotle Capital). The opinions expressed herein are those of Aristotle Capital and are subject to change without notice. This material is not financial advice or an offer to purchase or sell any product. Aristotle Capital reserves the right to modify its current investment strategies and techniques based on changing market dynamics or client needs.

Aristotle Capital Management, LLC is an independent investment adviser registered under the Investment Advisers Act of 1940, as amended. Registration does not imply a certain level of skill or training. More information about Aristotle Capital, including our investment strategies, fees and objectives, can be found in our Form ADV Part 2, which is available upon request.

FOR MORE INFORMATION

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