Stewardship Policy

# Aristotle Capital Management, LLC

June 2026

# Overview

## Document Purpose

This document articulates Aristotle Capital Management's stewardship philosophy and practices. In structuring this Policy, we considered recognized stewardship frameworks, including the *UK Stewardship Code (2026),* [1] as reference points for organizing and communicating our approach.

This Policy will be reviewed at least annually and updated as appropriate to reflect material changes in our stewardship practices or regulatory expectations.

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[1]The UK Stewardship Code (2026) is a principles-based framework issued by the UK Financial Reporting Council (FRC) that sets expectations for responsible stewardship and long-term value creation for clients and beneficiaries. The Code is supported by two distinct disclosures: a Policy & Context Disclosure, which sets out a firm's stewardship approach and governance, and an Activities & Outcomes Report, which describes how stewardship has been applied in practice. While Aristotle Capital Management does not currently publish the latter, this document is intended to serve as the former.

# I. Organization & Client Base

## About Aristotle

### *Firm – Who We Are*

Founded in 2010 and headquartered in Los Angeles, Aristotle Capital Management LLC ("Aristotle Capital" or "Aristotle") operates as a family of independent registered investment advisors. While Aristotle Capital owns a controlling stake in the affiliated investment advisors and supports them through its integrated shared services platform, each advisor has meaningful employee ownership and complete investment autonomy. Aristotle Capital and its affiliates, collectively known as "Aristotle" are a global asset management firm managing strategies across equities, fixed income, and alternative investments. The firm is majority employee-owned and follows a bottom-up, fundamental investment approach in the management of international, global, and U.S. equity portfolios. Our mission is to add value with active portfolio management to help our clients reach their long-term financial goals.

### *Client Base – Who We Serve*

Aristotle Capital's clients include corporate and public pension plans, supranational organizations, financial institutions, insurance companies, endowments and foundations, as well as financial advisors and high net worth individuals. Aristotle Capital has a global client base supporting institutional and retail clients across North America, Europe and the Asia Pacific region.

# II. Stewardship Purpose, Philosophy and Scope

## Stewardship Purpose

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

***Definition***

At Aristotle Capital, stewardship reflects our responsibility to thoughtfully allocate, manage, and oversee capital in pursuit of durable, long-term value creation for our clients and beneficiaries.

Our stewardship activities are investment-led, focused on financially material risks and opportunities, and grounded in our fiduciary duty to act in our clients' best interests.

## Philosophy

At Aristotle Capital, our philosophy is to invest in what we believe to be high-quality businesses, employing a global perspective and utilizing a long-term investment horizon to build high-conviction portfolios. The fundamental, bottom-up process that we have implemented for over two decades has focused on studying the long-term sustainability of businesses. Through our research, we have found that durable business models tend to recognize the importance of stakeholders (i.e., customers, employees, suppliers, partners, shareholders and their communities) in supporting long-term value creation.

***Core Values***

Aristotle's core values are at the center of our approach to stewardship:

**Clients**

Our first and primary responsibility is to our clients.

**Integrity**

We act with integrity and hold ourselves to the highest moral and ethical standards.

**Excellence**

We strive for excellence through accountibility and collaboration and aim to provide our clients with a high-quality experience.

**Employees**

Our employees are our most important asset. We foster a culture of honesty, intellectual growth and continuous improvement.

**Respect and Community**

We value diversity, inclusion and mutual respect, and we seek to make a meaningful difference as an active participant in our communities.

### Scope

This Stewardship Policy applies across Aristotle's investment strategies and geographies, subject to client mandates and applicable regulations. The application of stewardship is proportionate to the size, complexity, investment strategy and risk profile of each investment and client mandate. This Policy reflects Aristotle's internal stewardship framework and is informed by relevant market standards, including the UK Stewardship Code.

## III. Governance, Incentives and Training

### Governance

Oversight of stewardship is embedded within Aristotle Capital's broader governance framework. Stewardship responsibilities are integrated across senior leadership, investment teams and control functions, ensuring that stewardship activities remain aligned with our investment philosophy, fiduciary obligations and client objectives.

These groups collectively support oversight of stewardship activities, including investment decision-making, risk management, proxy voting, engagement and the management of potential conflicts of interest.


### Roles and Responsibilities

- **The Board of Managers** and **Executive Leadership Team (ELT)** provide senior-level oversight of stewardship.
- The **Investment Risk Committee** provides an additional layer of oversight by reviewing portfolio risk exposures and ensuring strategy guidelines are met.
- The **Trade Practices Committee** oversees matters related to trading practices, best execution and trade allocation.
- **Compliance and Risk Management** provide oversight of stewardship controls, conflicts management, risk monitoring and adherence to internal policies and regulatory obligations, and support escalation when appropriate.
- The **Investment Team** is responsible for leading stewardship decisions that arise from investment analysis, including investment and divestment decisions and proxy voting decisions.
- The **Sustainability Team** supports stewardship by identifying financially material sustainability-related risks and opportunities and sharing relevant insights with the Investment Team.
- Stewardship, in the form of engagement with portfolio companies, is undertaken by both Aristotle Capital's **Investment Team** and **Sustainability Team**, depending on the topic and context of the engagement.

The Investment Team retains ultimate responsibility for investment decisions, including stewardship activities that directly inform capital allocation.

## Board of Managers/ Executive Leadership Team (ELT)

Aristotle Capital is corporately governed by a Board of Managers (Board) consisting of seven members. The Board determines the firm's strategic direction, based on the recommendations provided by the Executive Leadership Team (ELT). Aristotle Capital's ELT was established to position the firm for future success and is comprised of five senior leaders who have oversight, responsibility and authority over the firm's day-to-day business operations outside of portfolio management. They are responsible for defining and implementing the company's strategy; reinforcing our corporate values and purpose; and making recommendations to the Board of Managers.

## Investment Risk Committee

The Investment Risk Committee discusses, reviews and monitors risks and exposures that could materially impact client portfolios. The Committee provides an additional layer of oversight by ensuring strategy guidelines are met and identifying unintended risk exposures. The Committee meets quarterly and communicates with portfolio managers regarding risk matters and reports key findings to the Executive Leadership Team. When issues are identified, the Committee would have a dialogue with portfolio managers to address and resolve them.

## Trade Practices Committee

Aristotle Capital's Trade Practices Committee meets quarterly and is responsible for overseeing trading practices, including best execution and trade allocation. The Committee conducts periodic reviews of execution quality and trading outcomes to support fair and efficient treatment of client accounts.

## Compliance

Aristotle Capital has a dedicated Compliance group responsible for ensuring the firm's adherence to applicable laws, regulations, and internal policies across all business activities. The group is led by the firm's Chief Compliance Officer (CCO). The Compliance team oversees regulatory compliance under the Investment Advisers Act of 1940, including the firm's Code of Ethics, personal trading policies, marketing review, ongoing compliance monitoring, and more. In addition, the firm has a Legal & Risk department. The Legal function is responsible for reviewing and negotiating contracts, supporting corporate governance, managing legal risk, and working with external counsel as needed. The Compliance and Legal & Risk departments collaborate closely with investment, operations, and distribution teams to support a strong culture of compliance and risk management throughout the organization.

These functions support Aristotle's stewardship responsibilities by reinforcing adherence to fiduciary, regulatory and ethical standards.

## Risk Management

The risk management governance structure is headed by the firm's Chief Risk Officer (CRO). The CRO has reporting responsibility to the Head of Legal and Risk and secondarily to the Business and Operations Risk Committee (BORC), with direct access to the Chief Operating Officer/Chief Financial Officer (COO/CFO) as needed to review risk management and related matters. The CRO and BORC are responsible for the content, review, maintenance and enforcement of the Enterprise Risk Framework ("Framework") and related documentation. The COO/CFO, in collaboration with the Executive Leadership team (ELT), and each affiliate's Executive Committee as needed, approve the Framework and any material changes to it over time.

The Framework is reviewed at least annually, or following material changes to Aristotle's business activities, to ensure that it remains appropriate and effective. Material changes to the Framework must be documented and approved by the COO/CFO, in collaboration with the ELT (and each affiliate's Executive Committee, as needed).

## Responsible Investment

Stewardship activities related to Responsible Investment are mainly carried out by the Investment Team and Sustainability Team. All members of our Investment Team are dedicated to research and are responsible for incorporating relevant sustainability factors into company analysis and broader market considerations in support of long-term value creation. The Sustainability Team, established in 2017 and led by our Co-Chief Investment Officer, includes two other members who also serve on the firm's Executive Leadership Team. This structure provides senior-level oversight of the firm's sustainability-related initiatives and enables decisions to be made and implemented more efficiently. The Sustainability Team oversees our Sustainable Investing Policy, develops internal tools, monitors emerging issues and identifies material sustainability risks and opportunities. Relevant insights are shared with the broader Investment Team and may inform bottom-up research, investment decisions and ongoing monitoring throughout the holding period.

## Incentives

Aristotle seeks to identify, select, develop and promote exceptional individuals who can contribute a diversity of thought to the firm through their unique backgrounds and experience. When possible, we promote from within, encouraging employees to stretch themselves to take on new and challenging assignments and leadership opportunities. A significant number of these individuals have been women and/or minorities, though we provide these opportunities on an equal basis to all employees who distinguish themselves through their work performance and commitment to Aristotle Capital's purpose and values.

The firm offers competitive compensation packages, discretionary bonuses, and equity ownership where appropriate. These incentives are structured to align employees' interests with those of our clients and support long-term value creation.

In an effort to attract and retain talent, Aristotle Capital has created a competitive compensation structure. We intentionally focus compensation packages toward long-term incentives that align our employees and firm with our clients' goals.

Our non-investment professionals are compensated with a competitive salary, benefits package and an annual discretionary bonus. Bonus amounts are determined by a number of factors, including individual performance, as well as the overall profitability of the company. In addition, leadership and investment professionals are either equity owners or are on the path toward equity ownership. This is an important component of our compensation and one that we believe aligns the team's interests with those of our clients.

## Training

Aristotle Capital supports ongoing employee development through a combination of formal training and experience-based learning, including training on compliance, ethics and the consideration of responsible investment factors as part of our assessment of business quality.

### *Compliance & Ethics Training*

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. The compliance team will also provide a compliance orientation and training to each new employee. Thereafter, employees complete compliance certifications on a quarterly basis.

The CCO provides notice to all employees when updates are made to the Code of Ethics and Compliance Manual. Compliance-related training is held annually and required to be attended by all employees. Training is generally held on-site, via a web class and/or sent via electronic mail via compliance bulletins. 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 the files.

### *Cybersecurity Training*

Aristotle Capital requires annual cybersecurity training for all employees. In addition, phishing tests are performed on a regular basis, with supplementary training required for those who fail these tests. As needed, additional training is provided based on evolving threats and events. Lastly, select pertinent cyber metrics are shared with employees regularly to raise their awareness on how their behavior (e.g., emails and clicking links/attachments) can impact the firm.

## IV. Integration of Stewardship and Investment

### Stewardship within the Investment Process

Stewardship is integrated into Aristotle's investment decision-making process. Investment teams conduct fundamental research to understand companies' business models, governance, capital allocation, risks and long-term value drivers.

All members of our Investment Team are dedicated to research and are responsible for incorporating relevant sustainability factors into their analysis, as part of their assessment of business quality. Throughout the investment process, members of the Investment Team and Sustainability Team evaluate how material environmental, social and governance (ESG) considerations may influence competitive advantages, operational risks, management quality and the long-term durability of a business model.

We view the consideration of sustainability factors, engagement with companies, and exercising voting rights as tools within our investment process that support the assessment of business quality, rather than as separate or standalone investment functions.

***Risk and Market-Wide Considerations***

Aristotle defines risk as the permanent loss of capital. Mitigating such risk is a core consideration in our research and portfolio construction processes. We manage non-systematic portfolio risk by:

- *focusing on high-quality businesses,*
- *developing a deep understanding of investee companies,*
- *investing at meaningful discounts to estimated intrinsic value,*
- *diversifying portfolios, and*
- *applying a disciplined sell process.*

Where relevant, we consider market-wide and systemic risks, including those related to governance, sustainability and climate, as part of our long-term risk assessment and engagement activities.

The Investment Risk Committee provides an additional layer of oversight by reviewing portfolio risk exposures and ensuring strategy guidelines are met.

### Material Considerations

Material sustainability considerations may shape an investment thesis, inform engagement priorities, influence conviction levels and, in certain cases, contribute to decisions not to initiate or to exit a position.

In the context of our investment philosophy, we consider a sustainability factor to be material when it has the potential to significantly influence a company's long-term risk and return profile or alter our assessment of the attractiveness of a business. Materiality is assessed qualitatively and on a case-by-case basis within our fundamental research process.

In assessing material sustainability risks and opportunities, we may reference information and indicators derived from recognized standards and frameworks, including industry-based materiality standards, as well as company disclosures and internally developed research.

## V. Engagement, Escalation and Collaboration

### Engagement

Engagement is a core component of Aristotle Capital Management's investment process and an important extension of our fiduciary responsibility to clients. Through regular, constructive dialogue with portfolio companies, we seek to deepen our understanding of the businesses we own, including strategic priorities, key risks and long-term opportunities. Engagement is an important input in assessing business quality and can contribute to long-term value creation and risk mitigation.

Engagement with portfolio companies is undertaken by Aristotle Capital's Investment Team and Sustainability Team, depending on the topic and context of the engagement. Engagement priorities are informed by fundamental research and may focus on companies exhibiting new or evolving risks or opportunities, governance considerations, or financially material sustainability-related risks or opportunities.

### Escalation

Where engagement identifies material concerns, insights may be escalated internally and may inform further engagement, proxy voting, changes to investment exposure or, where appropriate, divestment decisions. Aristotle generally prefers engagement over divestment but will consider all options in a manner consistent with its fiduciary duties.

### Collaboration

Where appropriate and in our clients' best interests, Aristotle may consider participating in collaborative engagements or, more commonly, draw on insights from external investor organizations and industry initiatives, while retaining independent judgement and decision-making.

*Aristotle Capital's Engagement Policy, available on our website, provides additional details on our engagement approach.*

## VI. Exercising Rights and Responsibilities

### Proxy Voting

We believe proxy voting is an important component of portfolio management, providing shareholders with an opportunity to express their views on matters that may affect the long-term value of our investments. We seek to exercise proxy voting rights in a manner that supports the economic interests of our clients' capital and the long-term durability of the businesses in which we invest.

All proxy proposals are reviewed and voted by our Investment Team on a case-by-case basis. Third-party proxy voting recommendations are used for reference purposes only and do not replace our internal analysis. Proxy voting activity is overseen by Aristotle Capital's Investment Team, with escalation to Investment Risk, Compliance or relevant teams/committees if potential conflicts or sensitive matters arise.

Aristotle Capital has adopted Proxy Voting Policies and Procedures to guide voting decisions. The firm votes proxies for the exclusive benefit, and in the best economic interest, of its clients and their beneficiaries, as determined in good faith, and subject to any client-specific restrictions or directions. Such responsibilities are exercised in a manner consistent with the firm's fiduciary duties under applicable law.

All proxy ballots are voted by Aristotle Capital's Investment Team using Institutional Shareholder Services, Inc. (ISS) Proxy Exchange platform. While ISS recommendations may be considered, voting decisions are based on the team's bottom-up fundamental research process and may differ from ISS' recommendations.

The Chief Compliance Officer and Managing Director, Operations & Trading are responsible for oversight of the proxy voting process.

## VII. Conflicts of Interest, Service Providers and Client Communications

### Conflicts of Interest

At Aristotle Capital, we acknowledge our responsibility as a fiduciary to our clients and seek to act in their best interests at all times.

Throughout our investment process, we recognize that conflicts of interest may arise in connection with stewardship activities, including engagement, proxy voting and interactions with service providers). As such, we take all reasonable steps to identify actual or potential conflicts and seek to mitigate them to prevent any material risks or adverse impact to our clients' interests.

Our firm's Compliance Manual and Code of Ethics establish policies and procedures designed to address potential conflicts of interest. All employees are subject to these policies. Any potential conflicts of interest must be disclosed to the Chief Compliance Officer.

#### CONFLICTS OF INTEREST

Aristotle capital addresses conflicts of interest through adherence to its Compliance Manual and Code of Ethics, which establish policies and designed to identify, mitigate and manage potential conflicts. The firm's Form ADV provides clients with disclosure of conflicts and the steps taken to address them.

Key areas where conflicts of interest may arise include:

**Trading Practices and Counterparties**
Policies govern best execution, broker selection trade allocation and counterparty oversight.

**Personal Trading and Employee Conduct**
Employees are subject to pre-clearance, monitoring and disclosure requirements under the firm's Code of Ethics

**Outside Business Activities, Gifts and Entertainment, and Political Contributions**
Employees are required to disclose and obtain approval for certain activities that may present conflicts.

**Proxy Voting**
The firm maintains procedures designed to identify and address potential conflicts in proxy voting decisions.

**Fees and Compensation**
The firm maintains policies designed to mitigate conflicts arising from fee structures, and affiliated relationships.

*Aristotle Capital's Compliance Manual and Code of Ethics are available upon request.*

### Service Providers

Short version: Aristotle Capital may use external service providers, including data providers and/or proxy research firms, to support investment and stewardship activities. These providers support certain operational, informational and administrative functions and do not replace Aristotle's independent judgement or stewardship responsibilities.

Oversight of service providers is proportionate to the nature of the service provided and subject to due diligence and periodic review by relevant members on the Investment Team and Sustainability Team. Compliance and Risk Management are notified of service provider changes, when relevant.

### Client Communications

Aristotle values ongoing dialogue with clients and seeks to communicate in a manner that is transparent, timely and consistent with clients' objectives and informational needs.

Aristotle encourages clients to share stewardship priorities, topics of interest of specific concerns. Where appropriate, client perspectives may inform engagement activities, consistent with client mandates and fiduciary obligations. Stewardship activities and outcomes may be communicated to clients through periodic reporting and ongoing dialogue, consistent with their objectives and preferences.

## VIII. Review Mechanism

Risk management oversight at Aristotle is a collaborative effort involving senior leadership, investment team and control functions to address both operational and investment risks.

### Operational Risk Oversight

- The Chief Risk Officer (CRO) oversees operational risk across the firm, including risks related to processes, systems, compliance, and external events.
- The CRO leads the Business and Operations Risk Committee, which conducts periodic reviews and enterprise risk assessments to ensure effective controls and process improvements.

### Investment Risk Oversight

- Our Investment Risk Committee adds a layer of risk oversight by reviewing portfolio risk exposures. Monitoring adherence to strategy guidelines and evaluating unintended risk exposures. The Committee meets quarterly and communicates with the Portfolio Managers regarding relevant risk considerations.

### Governance and Coordination

- Senior leadership, including the CRO and CIO, provide oversight intended to support alignment between operational and investment risk management activities and the firm's broader objectives.

Aristotle also maintains an internal risk assessment program designed to support ongoing review of the firm's operational and compliance framework.

**Disclosures:**

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