

# Proxy Voting Policy

## Vendor Services

In order to fulfill our fiduciary duties, Burgundy uses ISS to carry out all our proxy voting consolidation for the accounts and funds managed by the firm based on instructions outlined in the Burgundy Proxy Voting Guidelines. Although the Burgundy Proxy Voting Guidelines provide general standards for voting judgments, Portfolio Managers are responsible for signing off on every proxy ballot.

Burgundy relies on ISS for the following services:

- Maintain/update accounts eligible for proxy voting (including adding new accounts and closing old accounts)
- Share and ballot reconciliation
- Providing notification and reminders of upcoming proxy votes
- Communicating voting recommendations and rationales
- Systematic default votes based on Burgundy's Proxy Voting Guidelines
- Executing voting instructions
- Recording and reporting proxy voting records

Although ISS also provides services on suggesting votes when Burgundy Proxy Voting Guidelines do not cover the issue, Burgundy usually does not use this part of service.

## Burgundy Proxy Voting Guidelines

Burgundy Proxy Voting Guidelines set out proxy voting principles relating to Boards of Directors, Management Compensation, Shareholder Rights, and Environmental and Social Considerations. Burgundy Proxy Voting Guidelines are intended to provide Portfolio Managers with direction of how to vote on behalf of Burgundy's Funds and separately managed accounts. Burgundy Proxy Voting Guidelines provide a framework with which to approach this process. Burgundy Proxy Voting Guidelines are reviewed or updated by SVP, Chief Investment Officer (CIO) at least annually.

## Share/Ballot Reconciliation

As part of ISS' services, ISS is in charge of share/ballot reconciliation process. Burgundy's Database transmits security holdings including share numbers to ISS every morning. From there, ISS is able to reconcile ballots according to their policies and procedures.

## Vote Casting

Burgundy's Sustainability Team is in charge of the voting process by monitoring ISS' system, compiling the proxy ballots and reports, providing the documents to the Portfolio Managers, obtaining the necessary votes and signatures, casting the votes onto ISS' system, and record keeping of the relevant back-up documents. The votes generally are transmitted to the Portfolio Manager by email. Records of virtual vote confirmations are also retained for recordkeeping and audit purposes.

## Situations for No Vote

In certain situations, Burgundy does not vote proxies for a client account. Examples of this would be as follows:

- Client has provided instruction to Burgundy that they will vote their own proxies.
- Client has a securities lending arrangement with their custodian. Since the client has initiated the lending arrangement, Burgundy will not recall the securities and will not vote the proxies.
- Client account holds a security as a result of custodial action(s) (i.e., cash sweep into money market fund).
- Foreign Securities: In some foreign markets administrative issues beyond our control may sometimes prevent us from voting such proxies. For example, we may receive meeting notices after the cut-off date for voting or without enough time to fully consider the proxy. Similarly, proxy materials for some issuers may not contain disclosure sufficient to arrive at a voting decision, in which cases we may abstain from voting. Some markets outside the U.S. and Canada require periodic renewals of powers of attorney that local agents must have from our clients prior to implementing our voting instructions. Due to the complications and cost efficiency of this practice, we may abstain from voting as well.
- Share Blocking: Proxy voting in certain countries (e.g., Switzerland) requires "share blocking". Shareholders wishing to vote their proxies must deposit their shares shortly before the date of the meeting (usually one week) with a designated depository. During this blocking period, shares that will be voted at the meeting cannot be sold until the meeting has taken place and the shares are returned to the clients' custodian banks. We may determine that the value of exercising the vote is outweighed by the detriment of not being able to sell the shares during this period. In cases where we want to retain the ability to trade shares, we may abstain from voting those shares.

## **Votes Deviated from Burgundy Proxy Voting Guidelines**

From time to time a Portfolio Manager may have good cause to deviate from the predetermined Proxy Voting Guidelines. It may also not be possible for our custom voting policy to anticipate every voting situation, and Burgundy may encounter proxy proposals that are not covered by its guidelines (e.g., mergers or reorganizations) and which may involve a potential conflict.

## **Burgundy's Proxy Voting Disclosure**

Pursuant to Section 13(f) of the Securities Exchange Act of 1934, Burgundy's U.S. Funds are subject to an annual Form 13F filing. Effective July 1, 2024, Form 13F filers are required to submit a public annual filing on Form N-PX to report "say-on-pay" proxy votes. The initial annual filing due August 31, 2024 and covered proxies voted from July 1, 2023 to June 30, 2024. Form N-PX requires investment managers to disclose the number of shares voted (or instructed to be voted) and how those shares were voted.

None of Burgundy's Canadian Funds are reporting issuers and therefore Burgundy has no requirements to disclose on our website annual proxy voting records for the prior year. However, Burgundy does have the proxy voting records available upon request.

In addition to these requirements, Burgundy has made arrangements with some clients to provide proxy voting records on a regular basis. This is maintained on a case-by-case basis and is overseen by the applicable client administrator.

## **ESG**

Long term shareholder value creation requires companies to operate in a sustainable manner and, as a result, we encourage companies to carefully manage the environmental, social and governance impacts of their decisions.

While we strongly believe in high ethical standards, we recognize there are few moral absolutes. Therefore, we weigh the facts of each environmental, social and governance issue on a case-by-case basis as outlined in our Proxy Voting Guidelines.

