

# Proxy Voting Policy: Bell Asset Management Ltd & Bell Asset Management USA Inc.

**Approved by the Governance Committee**

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# Proxy Voting Policy

## Summary

This policy sets out and summarises Bell Asset Management and Bell Asset Management USA Inc s (to be jointly referred to in this document as BAM) approach to proxy voting and corporate governance of shares where it acts as investment manager. This policy applies to listed international and Australian equity holdings. Please note balloting and execution of votes is outside the scope of this policy.

BAM's proxy voting policy and procedures are designed to protect and enhance the investment value of our clients' assets. We regard the exercise of voting rights as another aspect of the investment management process. Although we tend not to become involved in day-to-day management issues, we recognise that the exercise of voting rights can be used to influence company policy on matters of corporate governance and enhance investment value.

We also recognise the authority of clients to direct us in the casting of votes relating to their assets.

## Policy and procedures

BAM's overriding objective as an investment manager is to act in the best interests of our clients and to maximise portfolio returns in line with client objectives, subject to an acceptable level of risk. This policy will be applied in the context of these overriding objectives.

The exercise of voting rights is only one aspect of BAM's investment management process. BAM also participates in and influences corporate decision-making in other ways. For example, it may communicate with the senior management of companies to discuss matters affecting investment performance.

BAM's aim is to vote on issues where it has the authority to do so and where the exercise of voting rights does not block the resultant holding from being sold.

As this is a specialised and complex area of investment we have appointed an independent external proxy voting adviser, CGI Glass Lewis, to conduct research on proposed resolutions and corporate governance issues. The terms of the advisory appointment include the provision of research and recommendation for all resolutions at all meetings of companies where we are entitled to vote.

These recommendations conform to policies which we have reviewed and adopted, particularly in the area of ESG issues. This adoption was ratified by the Governance Committee.

We retain the authority to deviate from Glass Lewis recommendations. Other than on client direction, deviation from Glass Lewis policies should be reported to the Governance Committee.

## Clients' instruction and consultation

The implementation of Bell Asset Management's voting policy is always subject to any directions from its clients whether for particular issues or particular companies.

Generally, when a client has delegated full voting power to BAM under its mandate, BAM will not seek the view of the clients before exercising a vote or initiating shareholder action as to individual issues. Some clients will from time to time direct BAM on specific issues and BAM will implement that direction to the extent that it is able.

## Reporting to clients

BAM annually obtains a report of how proxy votes (by entity and resolution level) are exercised. Information on votes cast is annually reported to the Governance Committee and is available on request from investors (in respect of their own portfolio).

## Custodian requirements

Clients need to ensure that their custody arrangements require the custodian to inform BAM's external proxy voting service of resolutions on a timely basis.

The Glass Lewis Analyses, as updated from time to time and which are reviewed annually, are incorporated into this policy by reference.