



Responsible Investment Statement

Geode Capital Holdings LLC (with its subsidiaries, "Geode")

Geode is a process-driven asset manager providing global investment solutions across multiple asset classes. Geode's investment experience, flexibility and insights can assist investors both by providing beta exposure and generating alpha.

Geode excels at providing customized solutions to meet investors' needs. We recognize that Environmental, Social and Governance (ESG) factors may have an impact on a portfolio's risk and return profile, and that clients may also have other motivations for ESG investing. Geode believes it can best address these preferences through client-specific mandates that are customized to each investor's unique preferences and circumstances.

Geode's priority is fulfilling its fiduciary duty to its clients. Geode manages funds and accounts with the overriding goal of providing the greatest possible return to investors consistent with the investment guidelines for each fund and account. By becoming a Principle for Responsible Investing (PRI) signatory, Geode has committed, where consistent with its fiduciary duty to clients and each client's mandate, to the following principles:

- 1. Geode will incorporate ESG issues into investment analysis and decision making processes, as appropriate.**
- 2. Geode will be active owners and incorporate ESG issues into our ownership policies and practices.**
- 3. Geode will seek appropriate disclosure on ESG issues by the entities in which we invest.**
- 4. Geode will promote acceptance and implementation of the Principles within the investment industry.**
- 5. Geode will work together to enhance our effectiveness in implementing the principles.**
- 6. Geode will report on our activities and progress towards implementing the Principles.**

Investments - A majority of Geode's mandates are passive, seeking to track an index. Index providers determine the benchmark constituents of these indices. ESG issues may not be taken into account when selecting investments for these strategies. Accordingly, principle 1 above will generally not apply to the passive mandates managed by Geode. Geode also has the ability to address customized indexes that exclude companies that do not meet social responsibility criteria specified by the client, and in those



cases, Geode will apply principle 1 to the mandate. Geode also manages other non-passive investment strategies and will seek to apply all of the principles above to those mandates.

Proxy Voting – Geode’s proxy voting guidelines are designed to promote long-term shareholder value by supporting good corporate governance practices (providing a basis for decision-making). In evaluating votes, Geode may consider information from multiple sources, including company management and various research and data resources. Voting guidelines are periodically reviewed to enhance governance standards and long-term shareholder value.

Geode believes that strong management creates long-term shareholder value, and generally supports management’s recommendation on shareholder proposals concerning environmental or social issues, as Geode believes management is ordinarily in the best position to address these matters. Geode also recognizes, however, that the company’s shareholders have a responsibility to evaluate such proposals and how management is performing. Geode may support certain shareholder environmental, social and governance proposals where Geode believes support will help maximize shareholder value.

Engagement – Geode selectively engages with issuers where direct communication may better inform the voting decision. As the majority of the investments are in index funds, the engagements seek to build an understanding of the portfolio companies’ long-term strategy in conjunction with their corporate governance practices. Engagements may be focused on specific-voting matters or have a broader and long-range focus. This is in addition to a collective engagement process which Geode undertakes with companies via a third-party provider, who acts as an agent for a pool of investors with target companies. Engagement on behalf of a large pool of investors may provide significant influence on these companies in encouraging them to reform and remediate violations and to provide greater transparency. Geode reviews periodic reports from its third-party provider to monitor the provider’s engagement with companies on Geode’s and other investors’ behalf.

Reporting - Annually, Geode will report on the activities with respect to the responsible investment policy and the commitment to the PRI. This information will be public and available on the PRI website.