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## Compliance Policies and Procedures

### Geode Capital Management, LLC ("Geode")

#### Proxy Voting Policy

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##### **Background**

Geode has adopted this Proxy Voting Policy that seeks to ensure that proxies are voted in the clients' best interests and that its proxy voting activities comply with the requirements of Rule 206(4)-6<sup>1</sup>. Geode has contracted with a third-party proxy voting service (the "Agent"), to supply Geode with a voting platform as a means to vote and review proxy voting activity. Geode has developed the Proxy Voting Policies and Procedures ("Policies") included in Appendix A which it (or its Agent) will adhere to when making proxy voting decisions (unless otherwise agreed to with a particular client or Geode determines it is not appropriate to do so for a particular client or set of circumstances). The Policies are updated and approved by the Geode Board of Directors and, where applicable, the relevant Board of Trustees or similar oversight bodies for the relevant client accounts on an annual basis. Except as set forth herein, Geode applies the same voting methodology for all client accounts in a manner that Geode believes represent the best interests of its clients.

Geode's authority to vote proxies on behalf of certain client accounts is documented in the investment management agreement between Geode and the client. The documentation typically includes the scope of the voting arrangements between Geode and its client. Any differences in the scope of voting arrangements may result in differences in voting methodologies between client accounts. Geode may decline the responsibility of proxy voting for a client, if the client cannot accept (or disagrees) with these Policies, or if the client undertakes to vote the proxies itself. Certain clients may dictate that client-approved proxy voting guidelines are required to be followed. In these rare instances, a third-party provider is engaged to vote proxies in accordance with client-approved proxy voting guidelines and to provide required client reporting. Geode applies a voting methodology for clients in a manner that Geode believes represents the best interests of its clients.

Geode has directed the Agent to employ Geode's Policies when casting votes for each ballot. In limited instances where the Policies do not address the specific matter, the Agent will refer the ballot back to Geode. Geode has contracted with the Agent and other third-party proxy advisory firms to supply research reports to assist in the voting process applicable to referred items. Geode ultimately submits voting decisions in respect of proxies not addressed by the Policies based on its determination of what is in the best interest of clients and shareholders. Geode may augment the research services provided by third-party proxy advisory firms with its own or other external research. In certain situations, Geode (or

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<sup>1</sup> Rule 206(4)-6 under the Investment Advisers Act of 1940 ("Advisers Act") requires an investment adviser to (i) adopt proxy voting policies reasonably designed to seek to ensure that the adviser votes proxies in the best interest of its clients, including addressing material conflicts of interest; (ii) disclose to clients information about its proxy voting policies; and (iii) maintain certain records relating to proxy voting. These requirements are designed to minimize conflicts of interest and to seek to ensure greater transparency in the voting of proxies.

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its Agent) may abstain from voting a proxy when Geode believes it is in the client's best interest. For example, Geode (or its Agent) may abstain from voting when there are disclosure concerns with voting in certain markets (e.g. shareblocking and re-registration markets).

Geode has established an Operations Committee consisting of senior officers and investment professionals. This committee includes, but is not limited to, Geode's President and Chief Executive Officer, Chief Operating Officer, General Counsel, Chief Compliance Officer, Head of ESG Stewardship and Chief Financial Officer. The Operations Committee meets at least once per month and will discuss and review, among other things, proxy voting matters, which may include recent proxy voting activity and voting trends, and the circumstances relating to recent contested proxies.

#### **Voting of Referred Items**

Ballot items that have been referred to Geode for a voting decision will be handled on a case-by-case basis. Based on the analysis available from the Agent and other proxy advisory firms, a member of Geode's ESG Stewardship Team ("Geode ESG Stewardship") conducts an initial assessment of the ballot item. This assessment is prepared for review by the Head of ESG Stewardship (or her designee). If a consensus is reached, Geode ESG Stewardship processes the vote for the ballot item(s) and the reason for their decision is documented. In the event a consensus is not reached, Geode ESG Stewardship conducts additional research and discusses the item with other members of the Operations Committee and/or other Geode staff as necessary. Based on this research and potential consultation with others, a decision is made regarding the referred item and a reason for the decision is documented. Any referred items decided in this manner are reported to the Operations Committee at its next scheduled meeting.

For Environmental, Social and Governance ("ESG") related ballots, the Head of ESG Stewardship will determine whether the matter is so significant or controversial that the ESG Committee should be convened to review the recommendation from the ESG Stewardship team based on an initial assessment and analysis from the Agent and other proxy advisory firms prior to determining the best course of action for client accounts. In such cases, the ESG Committee will serve in an advisory capacity to recommend the best course of action for client accounts.

#### **Oversight of Agent and Proxy Advisory Firms**

Geode ESG Stewardship conducts monthly oversight of the Agent's implementation of the Proxy Voting Policies and vote processing. The oversight includes sampling votes cast on behalf of client accounts in an attempt to identify potential inconsistencies between the Agent's implementation of the Proxy Voting Policies and the actual vote instructions placed on behalf of client accounts. The sampling may focus on voting across similar proposals or a company specific evaluation based on potential conflicts of interest between the proxy advisory firm and the company. In addition, Geode ESG Stewardship requires the Agent to complete a quarterly certification designed to assess the adequacy and quality of the Agent's policies and procedures, including the Agent's policies related to identifying, disclosing and mitigating potential conflicts of interest.

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At least annually, Geode ESG Stewardship conducts assessments of proxy advisory firms that provide proxy services to Geode on behalf of its clients. In general, the assessment of each proxy advisory firm focuses on (1) the adequacy and quality of the proxy advisory firm's resources and technology, (2) the effectiveness of the firm's engagement with issuers regarding vote recommendations, (3) the firm's methodology in formulating voting recommendations, including factors considered when constructing peer groups, (4) the firm's policies for identifying errors and material weaknesses in its vote recommendation processes, and (5) material changes to the firm's services and operations that may impact its ability to provide voting recommendations.

In circumstances where Geode has a basis to believe that a proxy advisory firm used by Geode, including the Agent, may have a business relationship or affiliation with the issuer of portfolio securities, Geode may require from the proxy advisory firm additional information or a certification of no conflict of interest in issuing voting recommendations with respect to such portfolio securities. Geode will attempt to obtain voting recommendations from two proxy advisory firms as an additional check on the independence of the voting recommendations provided to Geode in such circumstances.

**Operations Committee Meetings (Agenda)** The Operations Committee will discuss and review proxy voting matters at least once per month.

The agenda will include the following, if applicable:

- Recent proxy voting activity, trends and select voting decisions
- Review of any overrides of the Policies
- Geode proxy voting record since last meeting
- Discussion of proxy voting guidelines and/or instructions to Agent
- Issues / items of note since last meeting
- Performance of the Agent and resolution of any potential conflicts of interest

**Recordkeeping** The Agent maintains all voting records (including ballot item notes) as required records for Geode and makes those records available via a reporting interface on the Agent's platform.

**Reporting** Geode will produce internal voting record reports for each Operations Committee meeting. Voting record reports will be generated on a quarterly basis and made available to the Geode Board of Directors.

Upon request, Geode will provide an annual voting record report (SEC's Form N-PX) to the advisers and client accounts where Geode functions as sub-adviser. In addition, the annual voting record for

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registered investment funds sub-advised by Geode is provided to the applicable adviser each August for the prior year ending June 30<sup>th</sup>.

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## Proxy Voting Policy and Procedures Appendix A

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### Geode Proxy Voting Policies

As an investment adviser, Geode holds voting authority for securities in many of the client accounts that it manages. Geode takes seriously its responsibility to monitor events affecting securities in those client accounts and to exercise its voting authority with respect to those securities in the best interests of its clients (as well as shareholders of mutual funds for which it serves as adviser or sub-adviser). The purposes of these proxy voting policies are to (1) establish a framework for Geode's analysis and decision-making with respect to proxy voting and (2) set forth operational procedures for Geode's exercise of proxy voting authority.

#### Overview

Geode anticipates that, based on its current business model, it will manage the vast majority of assets under its management using passive investment management techniques, such as indexing. Geode may also manage funds and separate accounts using active investment management techniques, primarily employing quantitative investment strategies.

Geode will engage established commercial proxy advisory firms for comprehensive analysis, research and voting recommendations, particularly for matters that may be controversial or require additional analysis under these Policies.

Geode may determine to follow or reject any recommendation based on the research and analysis provided by proxy advisory firms or on any independent research and analysis obtained or generated by Geode. However, Geode has retained a third-party proxy voting service (the "Agent") to affect votes based on the customized policies established by Geode and maintain records of all of Geode's proxy votes. In limited instances where the Policies do not address the specific matter, the Agent will refer the ballot back to Geode. For ballots related to proxy contests, mergers, acquisitions and other organizational transactions, Geode may determine it is appropriate to conduct a company specific evaluation. In cases of proxies not voted by the Agent, the ultimate voting decision and responsibility rests with Geode Proxy. Geode's Operations Committee oversees the exercise voting authority under these proxy voting policies.

Due to its focused business model and the number of investments that Geode will make for its clients (particularly pursuant to its indexing strategy), Geode does not anticipate that actual or potential conflicts of interest are likely to occur in the ordinary course of its business. However, Geode believes it is essential to avoid having conflicts of interest affect its objective of voting in the best interests of its clients. Therefore, in the event that members of the Operations Committee, the Agent or any other person involved in the analysis or voting of proxies has knowledge of, or has reason to believe there may exist, any potential relationship, business or otherwise, between the portfolio company subject to the proxy vote and Geode (or any affiliate of Geode) or their respective directors, officers, shareholders,

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employees or agents, such person shall notify the other members of the Operations Committee. Geode will analyze and address such potential conflict of interest, consulting with outside counsel, as appropriate. In the case of an actual conflict of interest, on the advice of counsel, Geode expects that the independent directors of Geode will consider the matter and may (1) determine that there is no conflict of interest (or that reasonable measures have been taken to remedy or avoid any conflict of interest) that would prevent Geode from voting the applicable proxy, (2) abstain, (3) cause authority to be delegated to the Agent or a similar special fiduciary to vote the applicable proxy or (4) recommend other methodology for mitigating the conflict of interest, if deemed appropriate (e.g., echo voting).

Geode has established the specific proxy voting policies that are summarized below to maximize the value of investments in its clients' accounts, which it believes will be furthered through (1) accountability of a company's management and directors to its shareholders, (2) alignment of the interests of management with those of shareholders (including through compensation, benefit and equity ownership programs), and (3) increased disclosure of a company's business and operations. Geode reserves the right to override any of its proxy voting policies with respect to a particular shareholder vote when such an override is, in Geode's best judgment, consistent with the overall principle of voting proxies in the best long-term economic interests of Geode's clients.

#### Policies

All proxy votes shall be considered and made in a manner consistent with the best interests of Geode's clients (as well as shareholders of mutual fund clients) without regard to any other relationship, business or otherwise, between the portfolio company subject to the proxy vote and Geode or its affiliates. As a general matter, (1) proxies will be voted FOR incumbent members of a board of directors and FOR routine management proposals, except as otherwise addressed under these policies; (2) shareholder and non-routine management proposals addressed by these policies will be voted as provided in these policies; and (3) shareholder and non-routine management proposals not addressed by these policies will be evaluated by Geode ESG Stewardship based on fundamental analysis and/or research and recommendations provided by the Agent and other third-party proxy advisory firms.

When voting the securities of non-US issuers, Geode will evaluate proposals in accordance with these policies but will also take local market standards and best practices into consideration. Geode may also limit or modify its voting at certain non-US meetings (e.g., if shares are required to be blocked or reregistered in connection with voting).

Geode's specific policies are as follows:

#### **I. Election of Directors**

**Geode will generally vote FOR incumbent members of a board of directors except:**

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- **Attendance.** The incumbent board member failed to attend at least 75% of meetings in the previous year and does not provide a reasonable explanation.
  - **Independent Directors.** Nominee is not independent and full board comprises less than a majority of independents. Nominee is not independent and sits on the audit, compensation or nominating committee.
  - **Director Responsiveness.** The board failed to act on shareholder proposals that received approval by Geode and a majority of the votes cast in the previous year. The board failed to act on takeover offers where Geode and a majority of shareholders tendered their shares. At the previous board election, directors opposed by Geode received more than 50 percent withhold/against votes of the shares cast, and the company failed to address the issue(s) that caused the high withhold/against vote.
  - **Golden Parachutes.** Incumbent members of the compensation committee adopted or renewed an excessive golden parachute within the past year.
  - **Gender Diversity.** If there are no women on the Board unless the Board has made a firm commitment to return to a gender-diverse status when there was a woman on the Board at the preceding annual meeting
  - **Overboarding.** The Director is a CEO and sits on the Board of more than two public companies besides his or her own; or a non-CEO Director who sits on more than five public company boards
  - **Unequal Voting Rights.** If the Company maintains a common stock structure with unequal voting rights. Exceptions to the policy may include, but aren't limited to: Newly-public companies with a reasonable sunset provision, where the unequal voting rights are considered de minimis; or the company provides sufficient safeguards for minority shareholders
  - In **Other Circumstances** when a member of the board has acted in a manner inconsistent with the interests of shareholders of a company whose securities are held in client accounts.
- II. Majority Election.** Unless a company has a policy achieving a similar result, Geode will generally vote in favor of a proposal calling for directors to be elected by a majority of votes cast in a board election provided that the plurality vote applies when there are more nominees than board seats.
- III. Say on Pay (non-binding).**

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- **Advisory Vote on Executive Compensation.** Geode will generally vote AGAINST advisory vote when: (1) there is a significant misalignment between executive pay and company performance; (2) the company maintains significant problematic pay practices; or (3) the board exhibits a significant level of poor communication and responsiveness to shareholders.
- **Frequency Vote.** Geode will generally vote FOR having an advisory vote on executive compensation every year.
- **Advisory Vote on Golden Parachute.** Geode will vote **AGAINST** excessive change-in-control severance payments.

#### IV. **Vote AGAINST Anti-Takeover Proposals**, including:

- **Addition of Special Interest Directors** to the board.
- **Authorization of “Blank Check” Preferred Stock.** Geode will vote FOR proposals to require shareholder approval for the distribution of preferred stock except for acquisitions and raising capital in the ordinary course of business.
- **Classification of Boards,** Geode will vote FOR proposals to de-classify boards.
- **Fair Price Amendments,** other than those that consider only a two-year price history and are not accompanied by other anti-takeover measures.
- **Golden Parachutes,** that Geode deems to be excessive in the event of change-in-control.
- **Poison Pills.** Adoption or extension of a Poison Pill without shareholder approval will result in our voting AGAINST the election of incumbents or a management slate in the concurrent or next following vote on the election of directors, provided the matter will be considered if (a) the board has adopted a Poison Pill with a sunset provision; (b) the Pill is linked to a business strategy that will result in greater value for the shareholders; (c) the term is less than three years; (d) the Pill includes a qualifying offer clause; Or (e) shareholder approval is required to reinstate the expired Pill. Geode will vote FOR shareholder proposals requiring or recommending that shareholders be given an opportunity to vote on the adoption of poison pills.

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- **Reduction or Limitation of Shareholder Rights** (e.g., action by written consent, ability to call meetings, or remove directors).
  - **Reincorporation** in another state (when accompanied by Anti-Takeover Provisions, including increased statutory anti-takeover provisions). Geode will vote FOR reincorporation in another state when not accompanied by such anti-takeover provisions.
  - **Requirements that the Board Consider Non-Financial Effects** of merger and acquisition proposals.
  - **Requirements regarding Size, Selection and Removal of the Board** that are likely to have an anti-takeover effect (although changes with legitimate business purposes will be evaluated).
  - **Supermajority Voting Requirements** (i.e., typically 2/3 or greater) for boards and shareholders. Geode will vote FOR proposals to eliminate supermajority voting requirements.
  - **Transfer of Authority from Shareholders to Directors.**
- V. **Vote FOR** proposed amendments to a company's certificate of incorporation or by-laws that enable the company to Opt Out of the Control Shares Acquisition Statutes.
- VI. **Vote AGAINST** the introduction of new classes of Stock with Differential Voting Rights.
- VII. **Vote AGAINST** introduction and FOR elimination of Cumulative Voting Rights, except in certain instances where it is determined not to enhance shareholders' interests.
- VIII. **Vote FOR** elimination of Preemptive Rights.
- IX. **Vote FOR Anti-Greenmail** proposals so long as they are not part of anti-takeover provisions (in which case the vote will be AGAINST).
- X. **Vote FOR** charter and by-law amendments expanding the Indemnification of Directors to the maximum extent permitted under Delaware law (regardless of the state of incorporation) and vote **AGAINST** charter and by-law amendments completely Eliminating Directors' Liability for Breaches of Care.
- XI. **Vote FOR** proposals to adopt Confidential Voting and Independent Vote Tabulation practices.

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**XII. Vote FOR** Open-Market **Stock Repurchase Programs**, unless there is clear evidence of past abuse of the authority; the plan contains no safeguards against selective buybacks, or the authority can be used as an anti-takeover mechanism.

**XIII. Vote FOR** management proposals to implement a **Reverse Stock Split** when the number of authorized shares will be proportionately reduced or the Reverse Stock Split is necessary to avoid delisting.

**XIV. Vote FOR** management proposals to **Reduce the Par Value** of common stock unless the proposal may facilitate an anti-takeover device or other negative corporate governance action.

**XV. Vote FOR** the **Issuance of Large Blocks of Stock** if such proposals have a legitimate business purpose and do not result in dilution of greater than 20%. However, a company's specific circumstances and market practices may be considered in determining whether the proposal is consistent with shareholders' interests.

**XVI. Vote AGAINST Excessive Increases in Common Stock**. Vote AGAINST increases in authorized common stock that would result in authorized capital in excess of three times the company's shares outstanding and reserved for legitimate purposes. For non-U.S. securities with conditional capital requests, vote AGAINST issuances of shares with preemptive rights in excess of 100% of the company's current shares outstanding. Special requests will be evaluated, taking company-specific circumstances into account.

**XVII. Vote AGAINST** the adoption of or amendment to authorize additional shares under a **Stock Option Plan** if:

- The **stock option plan** includes **evergreen provisions**, which provides for an automatic allotment of equity compensation every year.
- The **dilution effect** of the shares authorized under the plan (including by virtue of any "evergreen" or replenishment provision), plus the shares reserved for issuance pursuant to all other option or restricted stock plans is greater than 10%. However, dilution may be increased to 15% for small capitalization companies, and 20% for micro capitalization companies, respectively. If the plan fails this test, the dilution effect may be evaluated relative to any unusual factor involving the company.
- The **offering price of options is less than 100% of fair market value** on the date of grant, except that the offering price may be as low as 85% of fair market value if the discount is expressly granted in lieu of salary or cash bonus, except that a modest number of shares

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(limited to 5% for a large capitalization company and 10% for a small and micro capitalization companies) may be available for grant to employees and directors under the plan if the grant is made by a compensation committee composed entirely of independent directors (the “De Minimis Exception”).

- The **plan is administered by** (1) a **compensation committee not comprised entirely of independent directors** or (2) a **board of directors not comprised of a majority of independent directors**, provided that a plan is acceptable if it satisfies the De Minimis Exception.
- The **plan’s terms allow repricing of underwater options, or the board/committee has repriced options outstanding under the plan in the past two years without shareholder approval**, unless by the express terms of the plan or a board resolution such repricing is rarely used (and then only to maintain option value due to extreme circumstances beyond management’s control) and is within the limits of the De Minimis Exception.
- **Liberal Definition of Change in Control:** the plan provides that the vesting of equity awards may accelerate even though an actual change in control may not occur.

**XVIII. Vote AGAINST** the election of incumbent members of the compensation committee or a management slate in the concurrent or next following vote on the election of directors if, within the last year and without shareholder approval, the company’s board of directors or compensation committee has repriced outstanding options.

**XIX. Evaluate proposals to Reprice Outstanding Stock Options**, taking into account such factors as: (1) whether the repricing proposal excludes senior management and directors; (2) whether the options proposed to be repriced exceeded the dilution thresholds described in these current proxy voting policies when initially granted; (3) whether the repricing proposal is value neutral to shareholders based upon an acceptable options pricing model; (4) the company’s relative performance compared to other companies within the relevant industry or industries; (5) economic and other conditions affecting the relevant industry or industries in which the company competes; and (6) other facts or circumstances relevant to determining whether a repricing proposal is consistent with the interests of shareholders.

**XX. Vote AGAINST** adoption of or amendments to authorize additional shares for **Restricted Stock Awards (“RSA”)** if:

- The **dilution effect** of the shares authorized under the plan, plus the shares reserved for issuance pursuant to all other option or restricted stock plans, is **greater than 10%**. However, dilution may be increased to 15% for small capitalization companies, and 20% for

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micro capitalization companies, respectively. If the plan fails this test, the dilution effect may be evaluated relative to any unusual factor involving the company.

**XXI. Vote AGAINST Omnibus Stock Plans** if one or more component violates any of the criteria applicable to Stock Option Plans or RSAs under these proxy voting policies, unless such component is de minimis. In the case of an omnibus stock plan, the dilution limits applicable to Stock Option Plans or RSAs under these proxy voting policies will be measured against the total number of shares under all components of such plan.

**XXII. Vote AGAINST Employee Stock Purchase Plans** if the plan violates any of the relevant criteria applicable to Stock Option Plans or RSAs under these proxy voting policies, except that (1) the minimum stock purchase price may be equal to or greater than 85% of the stock's fair market value if the plan constitutes a reasonable effort to encourage broad based participation in the company's equity, and (2) in the case of non-U.S. company stock purchase plans, the minimum stock purchase price may be equal to the prevailing "best practices," as articulated by the Agent, provided that the minimum stock purchase price must be at least 75% of the stock's fair market value.

**XXIII. Vote AGAINST Stock Awards** (other than stock options and RSAs) unless it is determined they are identified as being granted to officers/directors in lieu of salary or cash bonus, subject to number of shares being reasonable.

**XXIV. Vote AGAINST equity vesting acceleration programs** or amendments to authorize additional shares under such programs if the program provides for the acceleration of vesting of equity awards even though an actual change in control may not occur.

**XXV. Vote FOR Employee Stock Ownership Plans ("ESOPs") of non-leveraged ESOPs**, and in the case of leveraged ESOPs, giving consideration to the company's state of incorporation, existence of supermajority vote rules in the charter, number of shares authorized for the ESOP, and number of shares held by insiders. Geode may also examine where the ESOP shares are purchased and the dilution effect of the purchase. Geode will vote AGAINST a leveraged ESOP if all outstanding loans are due immediately upon a change in control.

**XXVI. Vote AGAINST** management or shareholder proposals on other **Compensation Plans or Practices** if such plans or practices are **Inconsistent with the Interests of Shareholders**. In addition, Geode may vote AGAINST the election of incumbents or a management slate in the concurrent or next following vote on the election of directors if Geode believes a board has approved executive compensation arrangements inconsistent with the interests of shareholders.

**XXVII. Environmental and Social Proposals**

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Evaluate each proposal related to environmental and social issues (including political contributions). Generally, Geode expects to vote with management's recommendation on shareholder proposals concerning environmental or social issues, as Geode believes management and the board are ordinarily in the best position to address these matters. Geode may support certain shareholder environmental and social proposals that request additional disclosures from companies which may provide material information to the investment management process, or where Geode otherwise believes support will help maximize shareholder value. Geode may take action against the re-election of board members if there are serious concerns over ESG practices or the board failed to act on related shareholder proposals that received approval by Geode and a majority of the votes cast in the previous year.

**XXVIII.** Geode will generally vote **FOR** proposals seeking to establish or amend proxy access which allow a shareholder (or shareholder group) holding at least 3% of the voting power of the company's outstanding shares continuously for a minimum of 3 years the ability to nominate no more than 25% of the board of directors.

Geode will generally vote **AGAINST** proposals that do not meet the aforementioned criteria

**XXIX. Shares of Investment Companies**

- For institutional accounts, Geode will generally vote in favor of proposals recommended by the underlying funds' Board of Trustees, unless voting is not permitted under applicable laws and regulations.
  
- For retail managed accounts, Geode will employ echo voting when voting shares. To avoid certain potential conflicts of interest, if an investment company has a shareholder meeting, Geode would vote their shares in the investment company in the same proportion as the votes of the other shareholders of the investment company.