

PENGANA AXIOM INTERNATIONAL EQUITIES RESPONSIBLE INVESTMENT POLICY

INTRODUCTION AND PURPOSE

Pengana Capital Ltd ACN 103 800 568 (“PCL” or “Responsible Entity”) is a responsible entity and is a fully owned subsidiaries of Pengana Capital Group Limited (“PCG” or “Pengana”), an ASX-listed investment management company. This Policy outlines the approach to responsible investment for the following funds:

- Pengana Axiom International Ethical Fund (“PAIE”)
- Pengana Axiom International Ethical Fund (Hedged) (“PAIEH”)

This policy should be read in conjunction with the Axiom Investors Stewardship and Responsible Investing Policies.

SCOPE

This Policy applies to PAIE and PAIEH (“the Portfolios”) and is subject to local laws and regulations in applicable foreign jurisdictions.

Local laws and regulations may be stricter than the practices set out in this Policy and may impose additional limitations or requirements on a local business unit. Where local requirements are more stringent than those set out in this Policy, the local legislation will prevail.

RESPONSIBLE INVESTMENT PROCESS

The Responsible Entity has adopted a Responsible Investment and Environmental, Social and Governance (“ESG”) policy, implemented by the Investment Team with oversight by Pengana Capital Group Limited (“Pengana”).

The Responsible Entity is committed to responsible investing and seeks to avoid investing in businesses that are, in its opinion, currently involved in activities that are unnecessarily harmful to people, animals or the environment.

Utilising a monitoring service provided by Sustainalytics, the Responsible Entity monitors the portfolio for negative screen compliance, portfolio ESG risk, , consideration of new and ongoing controversies, review of voting records and engagement and monitoring the sustainability and carbon risk of the portfolios against peers and appropriate benchmarks.

NEGATIVE SCREENS

The Responsible Entity seeks to avoid investing in businesses that are, in its opinion, currently involved in activities that are unnecessarily harmful to people, animals or the environment.

The Responsible Entity utilises a negative screening process which seeks to avoid investment in companies that derive significant operating revenues from direct and material business involvement in these sectors.

Screened activities	Pengana Axiom International Ethical Fund Pengana Axiom International Ethical Fund (Hedged)
Adult content	5% or more revenue from the production of adult content 15% or more aggregate revenue from the production, distribution and retail of adult content
Alcohol	5% or more revenue from the production of alcohol 15% or more aggregate revenue from the production, distribution and retail of alcohol
Animal cruelty (production of cosmetics tested on animals)	Screens out companies involved in non-medical testing

Fossil fuels (coal, coal seam gas, oil)	Companies with the global industry classification standard (GICS) 101020 "Oil, Gas and Consumable Fuels" 15% or more aggregate revenue from Thermal Coal, Conventional Oil & Gas Febeffin, Unconventional O&G
Gambling	5% or more revenue from ownership of operation of gambling-related business activities 15% or more aggregate revenue from gambling-related business activities
Genetically modified organisms	5% or more revenue from the development or growth of Genetic Engineering - agriculture 15% or more aggregate revenue from the consumption, use or retail of Genetic Engineering - agriculture
Human rights abuses and exploitation	Serious or systematic controversies relating to human rights violations
Mining	Companies with the global industry classification standard (GICS) 151040 "Metals and Mining"
Nuclear	5% or more of revenue classified as Nuclear Power Supplier 15% or more aggregate revenue from nuclear power related activities
Old growth forest logging	Companies involved in Palm Oil production or Serious or systematic logging related controversies
Securities from issuers on UN sanctions list	
Tobacco	Tobacco growers, producers or licensors of tobacco products, nicotine alternatives and tobacco-based products 15% or more aggregate revenue from tobacco products, nicotine alternatives and tobacco-based products
Weapons	All companies with any tie to Controversial Weapons (cluster munitions, landmines, depleted uranium weapons, biological/chemical weapons, blinding lasers, non-detectable fragments and incendiary weapons) 5% or more revenue from the production, of firearms, ammunitions, nuclear warheads (including development and maintenance), military weapon systems and/or their integral, tailor-made components 15% or more aggregate revenue from the production, distribution and retail of firearms and ammunitions.

ENVIRONMENTAL, SOCIAL, AND GOVERNANCE (ESG)

Axiom holistically integrates environmental, social, and governance (ESG) considerations into our investment process, organizational structure, and firm culture. Axiom is an investor-led, performance-driven partnership implementing a differentiated fundamental, bottom-up, dynamic growth investment philosophy across the entire organization. As fiduciaries, investors, and responsible stewards of our clients' capital, we construct portfolios of dynamic growth companies designed to meet our clients' needs and deliver sustained, risk-adjusted performance over the medium-to longer-term.

Axiom believes that ESG factors are material to achieving investment outperformance and managing investment risk. Therefore, Axiom has integrated ESG into our dynamic growth investment process since our inception in 1998. Axiom believes that significant investment opportunities arise when companies improve their ESG characteristics. To advance favourable outcomes, the investment team incorporates ESG considerations into our regular engagement with company managements. We evaluate progress on an ongoing basis and incorporate those developments into our proprietary risk and return rating, which influences our position sizing and proxy voting. Our structured, transparent and repeatable framework ensures that we uniformly account for a variety of ESG factors while upholding our fiduciary duty to act in the best interests of our clients.

Axiom's entire organization is committed to integrating ESG into every aspect of our business activities. We also strive to understand our client's sustainability preferences and deliver transparent and customized reporting that meets their needs. Leading our responsible investing initiatives is Axiom's dedicated ESG leadership committee composed of senior executives from every functional area of the firm. Our leadership committee works across the entire organization to ensure that everyone at Axiom is advancing our ESG policies and practices. As an independent, employee-owned partnership, responsible investing is integral to Axiom's corporate culture of excellence. To that end, Axiom is a signatory to the internationally recognized Principles for Responsible Investing (PRI).

I. GENERAL POLICIES AND POTENTIAL CONFLICTS OF INTEREST

A. GENERAL POLICIES

Axiom International Investors, LLC ("Axiom") has adopted these proxy voting policies and guidelines (the "Policies") with respect to securities owned by clients for which Axiom serves as investment adviser and has the power to vote proxies. Rule 206(4)-6 under the Investment Advisers Act of 1940 (the "Advisers Act") requires investment advisers that have voting authority with respect to securities held in their clients' accounts to exercise a duty of care by monitoring corporate actions and voting proxies. To satisfy its duty of loyalty, an adviser must cast proxy votes in the best interests of its clients and not in a way that advances the adviser's interests above those of its clients. In addition to these SEC requirements governing registered investment advisers, our proxy voting policies reflect the long-standing fiduciary standards and responsibilities for ERISA accounts set out in Department of Labor Bulletin 94-2, 29 C.F.R. 2509.94-2 (July 29, 1994), as well as the 2019 SEC guidance regarding proxy voting.

The Policies are designed to reasonably ensure that Axiom votes proxies in the best interest of clients for which it has voting authority and describe how Axiom addresses material conflicts between its interests and those of its clients with respect to proxy voting. Under the Policies, Axiom will generally vote proxies by considering those factors that would affect the value of the securities held in clients' accounts.

As a general matter, Axiom considers, but is not required to adhere to, the proxy voting guidelines established by Institutional Shareholder Services Inc. ("ISS") when casting proxy votes on behalf of clients.

ISS is an independent third party that specializes in providing a variety of fiduciary-level proxy related services to institutional investment managers. ISS provides Axiom with in-depth research, voting recommendations, vote execution and recordkeeping. However, Axiom recognizes that there are certain types of proposals that may result in different voting positions being taken with respect to the different issuers. Some items that otherwise would be acceptable will be voted against the proponent when it is seeking extremely broad flexibility without offering adequate justification. In addition, Axiom generally votes consistently on the same matter when securities of an issuer are held by multiple client accounts. Axiom reviews proxy issues on a case-by-case basis, and there are instances when our judgment of the anticipated effect on the best interests of our clients may warrant exceptions to the policies on specific issues set forth in Section II.

B. CONFLICTS OF INTEREST

Axiom is responsible for identifying potential conflicts of interest in the process of voting proxies on behalf of its clients. Examples of potential conflicts of interest include situations where Axiom or personnel of Axiom: (1) provide services to a company whose management is soliciting proxies; (2) have a material business relationship with a proponent of a proxy proposal and this business relationship may influence how the proxy vote is cast; or (3) have a business or personal relationship with participants in a proxy contest, corporate directors or candidates for directorships.

Axiom may address material conflicts between its interests and those of its advisory clients by using any of the following methods: (1) adopting a policy of disclosing the conflict to clients and obtaining their consent before voting; (2) basing the proxy vote on pre-determined voting guidelines if the application of the guidelines to the matter presented to clients involves minimal discretion on the part of Axiom; or (3) using the recommendations of an independent third party.

In the event that Axiom becomes aware of a conflict of interest between Axiom and ISS, Axiom will make an independent decision on how to vote, which may or may not be consistent with ISS guidelines. ISS will then execute the vote as directed by Axiom.

II. AXIOM'S POLICIES ON SPECIFIC ISSUES

A. MANAGEMENT PROPOSALS

Axiom will typically support ISS's recommendation on management proposals. However, in the event that Axiom decide to vote a proxy (or a particular proposal within a proxy) in a manner different from the ISS recommendation, Axiom will document the reasons supporting the decision.

B. SHAREHOLDER PROPOSALS

Axiom will typically support ISS's recommendation on shareholder proposals. However, in the event that Axiom decides to vote a proxy (or a particular proposal within a proxy) in a manner different from the ISS recommendation, Axiom will document the reasons supporting the decision.

C. DEVIATION FROM ISS GUIDELINES

If ISS is (i) unable to complete or provide its research and analysis regarding a security on a timely basis, or (ii) Axiom determines that voting in accordance with ISS guidelines is not in the best interest of the client, Axiom will not vote in accordance with ISS guidelines. In such cases, Axiom will make an independent decision on how to vote, which may or may not be consistent with ISS guidelines. ISS will then execute the vote as directed by Axiom.

D. FOREIGN ISSUERS – SHARE BLOCKING

In accordance with local law or business practices, many foreign companies prevent the sales of shares that have been voted for a certain period beginning prior to the shareholder meeting and ending on the day following the meeting ("share blocking"). Depending on the country in which a company is domiciled, the blocking period may begin a stated number of days prior to the meeting (e.g., one, three or five days) or on a date established by the company. While practices vary, in many countries the block period can be continued for a longer period if the shareholder meeting is adjourned and postponed to a later date. Similarly, practices vary widely as to the ability of a shareholder to have the "block" restriction lifted early (e.g., in some countries shares generally can be "unblocked" up to two days prior to the meeting whereas in other countries the removal of the block appears to be discretionary with the issuer's transfer agent). Due to these restrictions, Axiom must balance the benefits to its clients of voting proxies against the potentially serious portfolio management consequences of a reduced flexibility to sell the underlying shares at the most advantageous time. In many cases, the disadvantage of being unable to sell the stock regardless of changing conditions outweighs the advantages of voting at the shareholder meeting for routine items. Accordingly, Axiom generally will not vote those proxies in the absence of an unusual, highly material vote.

E. FOREIGN ISSUERS – BENEFICIAL OWNER MEETING ATTENDANCE REQUIREMENT

Some foreign markets require the Beneficial Owner to attend a meeting in order to cast a vote. Accordingly, Axiom will generally not vote those proxies.

F. SHARE LENDING

At times, Axiom and/or ISS may not be able to vote proxies on behalf of clients when our clients lend securities to third parties beyond our control.

III. PROCEDURES FOR REVIEWING AND VOTING PROXIES

A. PROCEDURES

Whenever possible proxy solicitations from securities held for client accounts who have delegated proxy voting responsibility to Axiom are sent directly by the client's custodian to Axiom's proxy voting vendor, ISS, Axiom will use its best judgment to vote proxies in the best interests of its clients and will typically follow the recommendations of ISS. In the event that Axiom decides to vote a proxy (or a particular proposal within a proxy) in a manner different from the ISS recommendation, Axiom will document the reasons supporting the decision.

Any proposal where Axiom has decided to vote differently than the ISS recommendation and it is determined a material conflict of interest exists between Axiom and its clients as a result of voting differently on such proposal, that proposal will be directed to the Chief Compliance Officer for consideration. The Chief Compliance Officer will recommend to the Chief Investment Officer and Portfolio Manager the appropriate voting response for such proposal by applying one of the methods identified in Section I.B. of the Policies. For each proposal for which a material conflict of interest exists and Axiom votes contrary to ISS, the Chief Compliance Officer shall prepare a memorandum (a "Material Conflict Memorandum"), to be kept with the record of the proxy vote, that identifies the material conflict of interest and the method used for determining how to vote on the proposal.

B. AMENDING AXIOM'S POLICIES ON SPECIFIC ISSUES

Axiom will periodically review Axiom's Policies on Specific Issues to ensure that they contain appropriate guidance for determining how votes will be cast on a variety of matters and the underlying rationale for such determination.

C. SUPPLEMENTAL INFORMATION OF ISSUERS

In the event that Axiom becomes aware that an issuer intends to file or has filed with the SEC supplemental information in response to ISS' voting recommendation, whether or not Axiom received or intends to follow such recommendation, the Chief Compliance Officer will review such supplemental information. If Axiom has not yet executed the related proxy vote(s) or provided instructions

to ISS, the Chief Compliance Officer will provide the supplemental information to the relevant Portfolio Manager(s). If Axiom has already executed the related proxy vote(s) or provided instructions to ISS, the Chief Compliance Officer will review the supplemental information and, if determined to be material to the related proxy vote(s), will provide the supplemental information to the relevant Portfolio Manager(s) in order to permit reconsideration of the related proxy vote(s). The Portfolio Manager shall communicate to the Chief Compliance Officer whether or not the previously provided voting instructions should be changed.

IV. PROXY VOTING AUDIT PROCEDURES AND OVERSIGHT OF THIRD-PARTY PROXY VOTING

When Axiom is voting in accordance with ISS guidelines, Axiom will review a sampling of the "pre-populated" votes on the ISS' electronic voting platform before ISS executes the vote. In instances of voting not in accordance with ISS guidelines, Axiom will itself "pre-populate" votes on the ISS' electronic voting platform before ISS executes the vote.

Periodically, a random sample of the proxies voted by ISS will be audited by Axiom to ensure ISS is voting in accordance with applicable ISS guidelines or consistent with Axiom's direction, as applicable, and in order to further evaluate whether Axiom's voting determinations were consistent with the Policies and in its clients' best interest.

Axiom will review, no less frequently than annually, ISS, (or any other third-party proxy voting service, as applicable) its policies and methodologies. This review will include, among others, the following topics and determinations:

- whether ISS has the capacity and competence to adequately analyse proxy issues, including the adequacy and quality of its staffing, personnel and/or technology and any material changes in the ISS staffing and technology since the last review;
- whether ISS has an effective process for seeking timely input from issuers and its clients with respect to its proxy voting policies, methodologies and peer group constructions;
- whether ISS engages with issuers, including its process for ensuring that it has complete and accurate information about the issuer and each particular matter, and ISS' process, if any, for investment advisers to access the issuers' views about ISS' voting recommendations;
- whether Axiom has sufficient information on and understanding of ISS' methodologies and the factors underlying ISS' voting recommendations, including an understanding of how ISS obtains information relevant to its voting recommendations and how it engages with issuers and third parties;
- whether ISS is independent and can make recommendations in an impartial manner in the best interest of Axiom's clients. This analysis will include a review of (i) any ISS actual or potential conflicts known to Axiom, (ii) ISS' policies and procedures on identifying, disclosing and addressing conflicts of interest, and (iii) whether ISS is disclosing its actual or potential conflicts to Axiom in a timely, transparent and accessible manner;
- ISS' internal controls, including but not limited to a review of ISS' business continuity plan, methodologies with respect to implementing Axiom's voting instructions, proxy record keeping and internal and independent third-party audit certifications;
- the extent to which ISS has access to non-public information regarding how Axiom intends to vote a Client's securities and would be permitted to utilize this information in a manner that would not be in the best interest of Axiom's Clients (e.g., Axiom may consider the extent to which ISS would be permitted to share such information (including information on aggregated voting intentions of ISS' clients) with third parties);
- any factual errors, potential incompleteness, or potential methodological weaknesses in the ISS' analysis known to Axiom and whether such errors, incompleteness or weaknesses materially affected ISS' voting recommendations. Axiom will also access ISS' process for disclosure to Axiom and efforts to correct any such identified errors, incompleteness or weaknesses.

In connection with this oversight function, Axiom will ensure that ISS (or any other third-party proxy voting service, as applicable), is prepared to provide additional information to Axiom to assist it with gaining a better understanding of the services that the proxy advisory firm provides, as well as confirming that these services align with Axiom's own fiduciary duties. Further in connection with this oversight function, Axiom will obtain information about and possibly consider alternative service providers.

V. ANNUAL REVIEW OF POLICIES

Axiom will review, no less frequently than annually, the adequacy of the Policies and the effectiveness of the implementation and determination whether the Policies are reasonably designed to ensure that Axiom casts proxy votes on behalf of its clients in the best interest of such clients.

VI. DISCLOSURE

Axiom will disclose in its Form ADV Part 2A that clients may contact Axiom in order to obtain information on how Axiom voted such client's proxies, and to request a copy of the Policies. If a client requests this information, the Axiom will prepare a written response to the client that lists, with respect to each voted proxy that the client has inquired: (i) the name of the issuer, (ii) the proposal voted upon and (iii) how Axiom voted the client's proxy. A summary of the Policies will be included in Axiom's Form ADV Part 2, which is delivered to all clients. The summary will be updated whenever the Policies are updated.

VII. RECORDKEEPING AND CLIENT REPORTING

In accordance with Rule 204-2 under the Advisers Act, Axiom shall retain the following documents for not less than five years from the end of the year in which the proxies were voted, the first two years in Axiom's office:

The Policies and any additional procedures created pursuant to the Policies;

1. a copy of each proxy statement Axiom receives regarding securities held on behalf of its clients, including any supplemental information an issuer files with the SEC that Axiom becomes aware of;
2. a record of each vote cast by Axiom on behalf of its clients;
3. a copy of any document created by Axiom that was material to making its voting decision or that memorializes the basis for such decision; and
4. a copy of each written request from a client, and response to the client, for information on how Axiom voted the client's proxies.

¹ Commission Guidance Regarding Proxy Voting Responsibilities of Investment Advisers, Release Nos. IA-5325; IC-33605 (Aug. 21, 2019); Commission Interpretation and Guidance Regarding Applicability of the Proxy Rules to Proxy Voting Advice, Release No. 34-86721 (Aug. 21, 2019).

ENGAGEMENT

Axiom Investors believes that the integration of environmental, social and governance (ESG) factors into our fundamental, bottom-up, investment process is necessary to gain a complete understanding of investment risks and opportunities. Significant investment opportunities arise when companies improve their ESG characteristics. In our role as fiduciary of our clients' assets, we exercise active ownership by engaging with management and, when appropriate, using proxy votes as an additional mechanism for communicating our views to companies. To advance favourable outcomes, all portfolio managers and analysts are involved in the integration and incorporation of ESG considerations throughout our investment process, including regular engagement with and ongoing monitoring of portfolio companies.

In our communication with management teams, we seek to discuss both ESG risks as well as opportunities. Management engagements can include communications with investor relations personnel, management teams, and Board representatives and may occur during all stages of our investment process. Our interactions focus on a variety of issues, including but not limited to, business strategy, management compensation, internal risk controls, financial disclosure, and environmental and social factors. If we have identified a specific issue or practice that causes concern or requires more information to properly evaluate, we raise our concern through direct engagement and then actively monitor any actions taken in response. Any developments are documented via our Axware research database and are incorporated into our proprietary risk and return rating for each holding, which influences our buy-sell decisions, position sizing, and proxy voting.

Our structured, transparent and repeatable framework ensures that we consistently account for a variety of ESG factors, through both fundamental analysis and direct engagement, while upholding our fiduciary duty to act in the best interests of our clients. Details on Axiom's engagements may be provided upon request.

REVIEW AND ASSESSMENT

This Policy is reviewed and updated from time to time to ensure that it remains relevant, current and compliant with all applicable laws, and guidance notes.

DATED: 30 NOVEMBER 2021