

June 2020

William Blair & Company,  
L.L.C.

Proxy Voting Policy  
Statement and Procedures

Under Rule 206(4)-6 of the Investment Advisers Act of 1940 (the “Act”), it is a fraudulent, deceptive, or manipulative act, practice or course of business within the meaning of section 206(4) of the Act for an investment adviser to exercise voting authority with respect to client securities, unless:

- the adviser has adopted and implemented written policies and procedures that are reasonably designed to ensure that the adviser votes proxies in the best interest of its clients
- the adviser describes its proxy voting procedures to its clients and provides copies on request, and
- the adviser discloses to clients how they may obtain information on how the adviser voted their proxies.

This statement sets forth the proxy voting policy and procedures of William Blair & Company, L.L.C. (“WBC”). It is provided to all covered clients as described below even if WBC currently does not have authority to vote proxies for their account.

The Department of Labor (“DOL”) has stated that the fiduciary act of managing plan assets by an investment adviser generally includes the authority to vote proxies for shares held by a plan unless the plan documents reserve this authority to some other entity. ERISA section 3(38) defines an investment manager as any fiduciary who is registered as an investment adviser under the Investment Advisers Act of 1940. WBC is a registered investment adviser under the Investment Advisers Act of 1940. The Securities and Exchange Commission (“SEC”) requires registered investment advisers to implement a proxy voting policy and procedures with respect to the voting of proxies for its advisory clients. Registered investment advisers are required to identify potential conflicts involved in the voting of proxies and meet specific recordkeeping and disclosure requirements. On June 30, 2014, the staff of the SEC Divisions of Investment Management and Corporation Finance issued Staff Legal Bulletin No. 20, which provides guidance on investment advisers’ responsibilities in voting client proxies and retaining proxy advisory firms. On August 21, 2019, the staff of the SEC Division of Investment Management issued Release Nos. IA-5325 and IC-33605, Commission Guidance Regarding Proxy Voting Responsibilities of Investment Advisers. This policy is intended to comply with the applicable rules of the DOL and the SEC.

## **General Policy**

WBC shall vote the proxies of its clients solely in the best interest of their participants and beneficiaries and for the exclusive purpose of providing benefits to them, and shall not place WBC’s own interests ahead of the interest of its clients. WBC shall act with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. WBC is not responsible for voting proxies it does not receive. However, WBC will make reasonable efforts to obtain missing proxies. For clients participating in a securities lending program via their custodian, WBC will not be eligible to vote proxies for the portion of shares on loan.

WBC has adopted the Voting Guidelines of an independent proxy advisory firm (the “Proxy Administrator”)<sup>1</sup>. All proxies are reviewed by the Proxy Administrator, subject to the requirement that all votes shall be cast solely in the best interest of the clients in their capacity as shareholders of a company. The Proxy Administrator votes the proxies according to the Voting Guidelines, which are

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<sup>1</sup> WBC has engaged Institutional Shareholder Services Inc. (ISS) to assist in the administration and voting of proxies. The complete Voting Guidelines (proxy voting policies) across all markets are available on ISS’s website at: <https://www.issgovernance.com/file/policy/active/specialty/Sustainability-US-Voting-Guidelines.pdf> and <https://www.issgovernance.com/file/policy/active/specialty/Sustainability-International-Voting-Guidelines.pdf>

designed to address matters typically arising in proxy votes. In instances where WBC has implemented a client provided proxy voting policy, WBC will vote in accordance with the client's policy at all times even if the client's policy is inconsistent with WBC's vote. In the case when nominee voting is not allowed it may be impractical for WBC to participate in those particular votes.

WBC does not intend the Voting Guidelines to be exhaustive; hundreds of issues appear on proxy ballots and it is neither practical nor productive to fashion a guideline for each. Rather, the Voting Guidelines are intended to cover the most significant and frequent proxy issues that arise.

### **Conflicts of Interest Policy**

WBC is sensitive to conflicts of interest that may arise in the proxy decision-making process and has identified the following potential conflicts of interest:

- WBC has received investment banking compensation from the company in the preceding 12 months or anticipates receiving investment banking compensation in the next three months
- A principal or employee of WBC or an affiliate currently serves on the company's Board of Directors
- WBC, its principals, employees and affiliates, in the aggregate, own 1% or more of the company's outstanding shares
- The Company is a client of WBC or its affiliates

In the event that any of the above potential conflicts of interest arise, WBC will vote all proxies for that company in the following manner:

- If our Voting Guidelines indicate a vote "For" or "Against" a specific issue, WBC will continue to vote according to the Voting Guidelines
- If our Voting Guidelines have no recommendation or indicate a vote on a "Case-by-Case" basis, WBC will vote consistent with the voting recommendation provided by the Proxy Administrator

### **Oversight of Proxy Administrator**

WBC believes that contracting with the Proxy Administrator to provide the following services, including but not limited to:

- Providing research and analysis regarding the matters subject to a vote
- Promulgating general voting guidelines
- Making voting recommendations on specific matters subject to vote

can reduce burdens for WBC and potentially reduce costs for WBC's clients as compared to conducting them in-house.

WBC shall provide reasonable oversight of the Proxy Administrator. In providing oversight, WBC will seek to ascertain whether the Proxy Administrator has the capacity and competency to adequately analyze proxy issues. Specific oversight responsibilities will include the following:

- On at least an annual basis, WBC or its affiliate, WBIM, will assess:

- Whether the Proxy Administrator has the competency and capacity to adequately analyze the matters for which WBC is responsible for voting, including the adequacy and quality of the Proxy Administrator’s staffing, personnel and technology
- Whether the Proxy Administrator has adequate policies and procedures to:
  - enable it to make proxy voting recommendations based on current and accurate information, including whether it has an effective process for seeking timely input from issuers and its clients with respect to, for example, its proxy voting policies, methodologies, and peer group constructions, including for “say-on-pay” votes
  - If peer group constructions are a component of the evaluation does the Proxy Administrator incorporate appropriate input in formulating its methodologies for construction of peer groups, including taking into account unique characteristics of the issuer including, to the extent available,
    - The issuer’s size
    - Its governance structure
    - Its industry and any particular practices unique to that industry
    - Its history
    - Its financial performance
  - Identify and address conflicts of interest relating to its voting recommendations, including:
    - Conflicts relating to the provision of proxy voting recommendations and proxy voting services generally
    - Conflicts relating to activities other than proxy voting recommendations and proxy voting services generally
    - Conflicts presented by certain affiliations, including whether a third party with significant influence over the Proxy Administrator has taken a position on a particular voting issue or voting issues more generally
  - Are the Proxy Administrator’s methodologies used in formulating recommendations adequately disclosed such that WBC and its affiliate can understand the factors underlying the recommendation
  - Identify the nature of any third-party information sources the Proxy Administrator uses as a basis for its recommendations and when and how it engages with issuers and third parties
  - Provide adequate disclosure of the Proxy Administrator’s actual and potential conflicts of interest with respect to the services it provides to WBC and its affiliate, including whether the Proxy Administrator has provided consulting services to an issuer, and, if so, any compensation paid or whether a proponent of a shareholder proposal or an affiliate of the proponent is or has been a client of the Proxy Administrator

- WBC personnel responsible for the administration of proxy voting shall periodically review a random sample of votes recommended by the Proxy Administrator for consistency with the Voting Guidelines and report any inconsistencies to the CCO or his/her designee (the “CCO”). The sample should include proxy votes that relate to proposals that may require more issuer-specific analysis (*e.g.* mergers and acquisitions, dissolutions, conversions or consolidations), to assist in evaluating whether WBC’s voting determinations are consistent with its voting policies and procedures and in its clients’ best interest.
- WBC personnel shall periodically review a sample of votes before the votes are cast for consistency with these procedures and client best interest which may include:
  - A sample of “pre-populated” votes
  - Consideration of additional information that may become available regarding a particular proposal, which may include an issuer or shareholder proponent’s additional definitive proxy materials or other information conveyed to WBC that could reasonably be expected to affect WBC’s voting determination
  - Matters where WBC’s policies do not address how it should vote a particular matter, or whether the matter is highly contested or controversial
- WBC, or its affiliate, personnel responsible for proxy voting shall periodically assess the extent to which potential factual errors, potential incompleteness, or potential methodological weaknesses in the Proxy Administrator’s analysis (that the investment adviser becomes aware of and deems credible and relevant to its voting determinations) materially affected the Proxy Administrator’s research or recommendations that the investment adviser utilized.
- If WBC, or its affiliate, personnel responsible for proxy voting has learned that any Proxy Administrator recommendation was based on a factual error, potential incompleteness, or potential methodological weakness then, WBC or its affiliate shall evaluate whether the Proxy Administrator is taking steps to mitigate making such errors in the future and report any such errors, as well as their resolution to the CCO.
- WBC, or its affiliate, personnel responsible for proxy voting shall consider the effectiveness of the Proxy Administrator’s policies and procedures for obtaining current and accurate information relevant to matters included in its research and on which it makes voting recommendations, including the following:
  - The Proxy Administrator’s engagement with issuers, including the firm’s process for ensuring that it has complete and accurate information about the issuer and each particular matter, and the firm’s process, if any, for investment advisers to access the issuer’s views about the firm’s voting recommendations in a timely and efficient manner
  - The Proxy Administrator’s efforts to correct any identified material deficiencies in the proxy advisory firm’s analysis
  - The Proxy Administrator’s disclosure regarding the sources of information and methodologies used in formulating voting recommendations or executing voting instructions
- The Proxy Administrator’s consideration of factors unique to a specific issuer or proposal when evaluating a matter subject to a shareholder vote

- WBC personnel responsible for proxy voting shall require the Proxy Administrator to update on business changes that may impact the Proxy Administrator's capacity and competency to provide proxy voting advice or conflict of interest policies and procedures

### **International Markets and Share Blocking Policy**

Generally, WBC does not invest in international markets. In the event a client owns international shares, proxy votes cast by WBC for clients may be rejected. Some non-US markets have additional requirements for custodians in order to process votes in those market. Two specific cases include Power of Attorney documentation and Split Voting. Power of Attorney documentation authorizes a local agent to facilitate the voting instruction on behalf of the client in the local market. If the appropriate documentation is not available for use, a vote instruction may be rejected. Split Voting occurs when a custodian utilizes an omnibus account to aggregate multiple customer accounts for voting into a single voting record. If one portion of the holdings would like to vote in one manner ("FOR") and another portion would like to vote in another manner ("AGAINST"), the custodian needs to ensure they are authorized to split the vote for an agenda item in certain markets.

In international markets where share blocking applies, WBC typically will not, but reserves the right to, vote proxies due to liquidity constraints. Share blocking is the "freezing" of shares for trading purposes at the custodian/sub-custodian bank level in order to vote proxies. Share blocking typically takes place between 1 and 20 days before an upcoming shareholder meeting, depending on the market. While shares are frozen, they may not be traded. Therefore, the potential exists for a pending trade to fail if trade settlement falls on a date during the blocking period. WBC shall not subordinate the interests of participants and beneficiaries to unrelated objectives.

### **Recordkeeping and Disclosure**

Pursuant to this policy, WBC will retain: 1) the Proxy Voting Policy Statement and Procedures; 2) all proxy statements received regarding client securities 3) records of all votes cast on behalf of clients; 4) records of client requests for proxy voting information, and 5) any documents prepared by WBC that are material to making a decision how to vote, or that memorialize the basis for the decision.

Upon a client's request, WBC will make available to its clients a report on proxy votes cast on their behalf. These proxy-voting reports will demonstrate WBC's compliance with its responsibilities and will facilitate clients' monitoring of how their securities were voted.

In accordance with the terms of each Advisory contract, the Proxy Voting Policy Statement and Procedures will be provided upon request of the client. The Proxy Voting Policy Statement and Procedures are also described in WBC's Form ADV, Part 2A.