Responsible Investment and Engagement Policy

Black Creek Investment Management Inc.

Black Creek Investment Management Inc. ("BCIM") is a privately held investment firm whose primary objective is to provide exceptional long-term investment performance for our clients. Our investment approach is active, research-driven, and long-term oriented. Our fiduciary responsibility is to maximize the value of our clients' investments over the long term. Our investment process considers many factors that may impact a company's performance and value, and this includes environmental, social, and governance ("ESG") factors.

Our Responsible Investment and Engagement Policy describes how we think about ESG, how we integrate ESG factors into our investment process, our approach to active ownership through engagement and proxy voting, and our overall governance of ESG-related issues. This policy applies to all the assets we manage, although parts of it may be more or less applicable across our equity and fixed income investments.

BCIM is a signatory and follows the Six Principles for Responsible Investment ("PRI"), a supporter of the Task Force on Climate-related Financial Disclosures ("TCFD"), and a Sustainability Accounting Standards Board ("SASB") Alliance member. We support collaborative initiatives with our holdings that advance the practice of responsible investment or allow for more consistent and thorough disclosure of ESG-related risk factors so that we can better assess the long-term implications of these factors on any businesses we own.

Our Approach to ESG

As a long only, active investment manager we focus on investing in winning businesses that are well-managed with a sustainable competitive advantage in the markets in which they operate. As fiduciaries, we invest for the long term and have a forward-looking approach to business valuation which has always included a careful consideration of material ESG factors that may impact value.

We manage concentrated portfolios and take pride in having an in-depth knowledge of the companies in which we invest. We study historical financial performance, trends, technological changes, sensitivities to economic factors, and externalities which may affect the future economics of the business. We favor companies that align management's interests with the interests of shareholders through, among other things, an effective approach to executive compensation. As a result of our knowledge of our investee companies and the sectors in which they operate, we can understand how ESG factors may impact a company's current or future financial performance.

We recognize that ESG factors may impact individual company performance as well as the performance of an entire portfolio, therefore we consider those risks and opportunities for individual investments and for the portfolios overall. We are always mindful of emerging ESG-related issues and of regulatory and societal changes that may impact companies or entire sectors. We continue to pay close attention to climate change-related risks and opportunities and integrate them into our investment analysis and decision-making when they are material, as we do with all relevant ESG related factors.

In light of our ESG integrated approach, we generally do not exclude any particular investment or industry based on ESG factors alone. We do however screen based on legal requirements such as cluster munitions regulation and other international sanctions. We provide ESG exclusionary screens or ESG-specific restrictions for clients that have specific perspectives and want to align their investments with their values.

Integration of ESG

We do not believe that ESG factors should be considered separately from all other factors that are considered when we make investment decisions. We believe ESG factors must be viewed in the context of the competitive environment facing a company, paying particular attention to how the risks and opportunities are being managed. We evaluate a company's current practices and its strategies for the future. We recognize that past performance or actions will not necessarily predict future outcomes. With respect to ESG factors, positive change towards improved ESG-related practices may be particularly important.

All our investment professionals are responsible for identifying, analyzing, and monitoring investment risks and opportunities, including those that are related to ESG factors. We believe that a company's approach to ESG must be considered along with its strategy, operations and in the context of the markets in which it operates. Our investment professionals read proxy circulars, annual reports, and sustainability reports as a matter of practice and assess ESG-related disclosure and performance in the context of the company's overall performance. As our understanding of the connection between ESG factors and performance continues to evolve, we will continue to analyze and consider different methodologies that can assist and enhance our investment decision-making.

While some ESG-related 'best practices' are generally applicable, particularly in governance, we do not believe that there can be a 'one size fits all' approach to ESG factors. As demonstrated by our participation in the SASB Alliance, we believe that effective ESG integration includes identification and consideration of the ESG factors that are most material for the industry in which a company operates. Therefore, when judging the performance of a company with respect to ESG, we consider numerous criteria, which may differ by company, industry, and country. These factors may include, but are not limited to:

- Environmental
  - Identification and management of climate-change related issues.
  - Conservation efforts in the use of inputs; reduction of harmful outputs and waste.
  - Use of energy-efficient practices and facilities.
- Social
  - Responsible community practices.
  - Human rights.
  - Diversity and inclusion.
  - Employee attraction, retention, engagement, safety, and equitable treatment.
- Governance
  - Transparency and disclosure of material financial and ESG factors.
  - Adherence to all international regulations and applicable laws (e.g., anti-corruption legislation).
  - Independence of the board, board diversity and the company's governance framework.
  - Respect for the rights of shareholders.

ESG Impact on Value

Our investment team is well-positioned to understand how ESG factors may impact value. We have extensive international experience and our team's diverse background and education enables us to consider ESG factors in different cultural terms and contexts. We routinely visit companies (including virtual visits) and engage with management teams, which provides us with a deeper knowledge of the company. Our investment team has access to a variety of sources of research and data, including but not limited to company published data (including financial and sustainability reporting, press releases and proxy circulars), information from ESG data providers including MSCI ESG company research, SASB research, industry, country, and controversy reporting, media reports, broker reports and sell side research, and independent research.

We are Active Stewards of our Investments

Since we manage concentrated portfolios and invest for the long term, we think and act like owners and have substantial access with the companies in which we are invested. We routinely engage and communicate with management and board members, as appropriate, to further discuss all aspects of a company's strategy and performance, including those related to ESG. We regularly encourage companies to improve their ESG-related polices, practices and disclosures in line with OECD Guidelines, Global Compact compliance, TCFD disclosures, SBTi and verify targets and outcomes using outside parties. We are carefully monitoring the evolution of common reporting standards such as ISSB- International Sustainability Standards Board, SEC and SFDR developments.

Our Approach to Engagement

Engaging with our investee companies is the most effective method for us to better understand their positioning toward a certain ESG issue and in many cases, to encourage the improvement or reevaluation of their strategy in certain significant areas. Aside from simply adding value to our analysis process, engagement allows us the opportunity to influence corporate policy and actions with hopes of aligning them with the best interests of our clients.

We take a proactive approach to engagement rather than a reactive stance. All our investment professionals are responsible for identifying, analyzing, and monitoring ESG risks and opportunities within our portfolio companies. Holdings are frequently reevaluated and discussed among our portfolio managers in an ESG context, seeking to identify any risks or opportunities that may adversely or beneficially impact performance. Since our investment team engages with companies directly, and not through a separate team or external provider, we are able to ensure that the results of our engagement activities are fully integrated into our investment decision making. The lead investment manager for a given holding, often collaborating with other team members, has the primary responsibility for undertaking engagement actions.

We define an 'engagement' as a conversation or instance of communication with a representative of one of our portfolio companies in which we:

- Enhance our understanding of an ESG-related topic;
- Provide feedback toward an approach or behaviour toward managing ESG-related risks or opportunities;
- Bring awareness to an ESG-related risk or opportunity; or
- Follow up or continue a conversation from a previous engagement.

We will typically undergo engagement discussions in tandem with our regular due diligence discussions with companies. In instances when a concern that warrants an engagement is pertinent, we may reach out to impacted companies and request a more prompt meeting or response.

Our engagements may take the form of an in-person meeting, conference call, and/or written correspondence. We do not consider a communication to be an engagement unless there is two-way dialogue present.

We recognize the importance of continuing to monitor our investments to ensure that companies follow through on any commitments they have made to improve. We continue to refine our engagement approach to ensure that we are driving and delivering positive outcomes. We recognize the importance of using our proxy voting rights to support our engagement efforts, although often we find that through engagement, we can improve a company's policies and practices without having to vote against management. We are prepared, however, to escalate our engagement efforts, through proxy voting or divestiture, if we believe that companies are not acting in line with our long-term principles or are not responding appropriately.

Engagement Priorities

While some ESG-related 'best practices' are generally applicable, we do not believe in a 'one size fits all' approach to engaging with the management teams of our portfolio companies. A company's approach to ESG must be considered alongside its strategy, operations, and the context of the markets in which it conducts business.

Once we believe relevant and material ESG-related risks and opportunities have been identified for a given company, our engagement with them focuses on the factors which we consider the most impactful to their individual situation.

In this context, we define material ESG factors as those which are most likely to impact the financial or operating performance of a business. The materiality of a given factor is influenced by:

- The impact of a potential ESG risk or opportunity upon the company
- The imminence of a potential ESG risk or opportunity

Additionally, we encourage our companies to improve toward clear and transparent disclosure in the context of their respective industries and relevant disclosure frameworks.

If a pertinent ESG risk or opportunity were to emerge which may potentially affect multiple holdings, prioritization of companies to engage may be affected by factors including but not limited to:

- The materiality of the risk/opportunity at a company-by-company level
- The percentage of our portfolio that an affected company composes

Types of Engagement

Our engagement with investee companies takes a variety of forms, depending on our objectives, and we engage by the method that we believe will be most efficient in creating shareholder value.

Depending on the nature of the concern, we may reach out to the management of a company, the Board of Directors, or an Investment Relations (IR) representative. Engagement is often most effective with management for strategy- or operations-related ESG topics, with Board members for governance or remuneration concerns, and with IR representatives for most other minor concerns.

We typically engage on a one-on-one basis with company representatives but remain opened minded to collaborating with other investors where we believe it would be in our clients' best interests. Since becoming PRI Signatories, BCIM has been exploring the PRI Collaboration Platform which will alert us if any other shareholders of our registered portfolio companies is seeking a collaborative engagement. We will assess collaboration on a case-by-case basis, but we do not believe that it should affect our responsibility to conduct our own due diligence and engagement. Our concentrated long-term approach affords us the opportunity to connect with management, board members (independent and non-independent) on a timely and consistent basis.

The goal of any given engagement can vary, ranging from seeking additional information on a certain topic, to putting forth new ideas as to how a company can improve its ESG profile. An overarching goal of our communication with any given company, however, is to continue to improve our understanding of how it views and approaches ESG issues and how well its business strategy factors in potential ESG issues.

When we engage with one of our holdings the conversations are documented in our proprietary engagement tracker. This allows us to analyze engagements and determine if and how to follow-up or escalate discussions. It also enables us to determine progress the company is making towards our engagement topics or concerns and close the loop of communication.

Proxy Voting

We have the ability to vote proxies on behalf of our clients and conduct extensive due diligence in advance of any vote. Exercising proxy votes is an important part of our investment process and represents one of the most significant ways in which we can influence a company's strategy, as well as its ESG profile. We have our internal Proxy Voting Guidelines which apply globally, and which we review annually. Our guidelines cover a range of ESG factors including expectations relating to good governance, climate change and diversity, and considerations for supporting shareholder proposals. We do not rely on any external third-party proxy voting service provider or endorse any standard voting guidelines offered by any external organization. Our portfolio managers vote all our proxies and ensure that our voting is in line with our goal of maximizing long-term shareholder value.

When we need to seek additional information from a company ahead of a vote, we will do so. In cases where we believe communicating our voting intention to a company prior to casting our vote will yield positive results, we will also do so.

Collaborative Engagement

We typically engage on a one-on-one basis with company representatives. We will assess collaboration on a case-by-case basis, but we do not believe that it should affect our responsibility to conduct our own due diligence and engagement activity. Our concentrated long-term approach affords us the opportunity to connect with management, board members (independent and non-independent) on a timely and consistent basis.

We believe that collaborative engagement efforts are not in our clients' best interest because our resources are better spent on direct and timely engagements that are afforded to us by our concentrated, long-term approach.

Engagement Escalation

Depending on the nature of the concern, we may reach out to the management of a company, the Board of Directors, or an Investment Relations (IR) representative. Engagement is often most effective with management for strategy- or operations-related ESG topics, with Board members for governance or remuneration concerns, and with IR representatives for most other minor concerns.

Due to our long-term investment horizons, we monitor the progress of our companies in their ESG journeys through a similar lens. We recognize that many of the topics which we and other investors engage upon are long term in nature (e.g., decarbonization, board diversity, employee engagement and retention) while other topics take a shorter amount of time to accomplish (e.g., realigning compensation, assessing the impact of a recent controversy, asking for additional disclosure).

We do not hold our companies to a specific time frame before escalating a concern, however we do closely monitor a company's progress over time and routinely follow up on engagements in subsequent discussions to evaluate this progress. If we believe that a concern raised is being inadequately managed or progress has stagnated for an unreasonable amount of time relative to the concern, we will consider escalating the issue.

Adverse Sustainability Impacts

Adverse sustainability impacts include climate and other environmental indicators, social issues including workplace and human rights concerns, anti-bribery, and corruption matters. We look to current and emerging regulation and best practices including the EU Sustainable Finance Disclosure Regulation ("SFDR") to help inform our assessment of company factors. SFDR is part of a broader EU regulatory regime designed to help finance sustainable growth and support the transition to a lower-carbon economy. The legislative actions at the center of this effort are in response to the EU's commitment to the Paris Agreement and United Nations Sustainable Development Goals (UN SDGs).

It is important for our investment team to assess whether an investment has a negative impact on the sustainability factors. By integrating ESG factors into the detailed investment analysis, evaluation, and decision-making process we can assess the relevant adverse sustainability impacts. Principal Adverse Impacts (PAIs) under SFDR are a list of indicators that are intended to capture the ways in which investments may negatively impact sustainability factors. Where a significant negative PAI is found the investment team can seek to mitigate the risk through engagement and voting as outlined above.

Climate Change

There have been significant commitments made by governments to achieve net zero emissions by 2050 as a result of the Paris Agreement. BCIM recognizes the risks of climate change as well as the importance of how effective policymakers are in acting to meet Paris commitments.

Climate change introduces new investment risks and opportunities. Increasing regulation and impact to traditional business operations and supply chains may result in a higher risk profile for companies that are not adequately preparing for the impact of climate change. There will also be opportunities for companies to enhance their competitive position through use of new technologies, more efficient processes, or being able to adapt to change quicker. The better we can identify and understand material climate related risks the better we will be able to own companies in our portfolios who are best positioned to take advantage of this shift, to improve their financial position or risk profile.

BCIM is a supporter of the TCFD recommendations for disclosure of climate-related financial risks.

We pay close attention to climate change-related risks and opportunities and integrate them into our investment analysis and decision-making when they are material, considering differences by company, industry, and country.

We calculate and monitor carbon footprint reports for our portfolios.

Climate change is a focus for our stewardship activities:

- We engage to encourage companies to align with the TCFD recommendations for disclosure on climate-related financial risk. Carbon footprint reports may also shape engagement with portfolio companies.
- Our internal Proxy Voting guidelines cover a range of ESG factors including expectations relating to climate change and considerations for supporting shareholder proposals.

Governance

Our approach to integrating ESG requires our investment team to take responsibility for integrating ESG factors throughout our investment process and to engage with our companies, as appropriate. Our investment team follows portfolio companies diligently and thus is best suited to assess how to engage or vote, to drive long term value for our clients. We also require our investment professionals to have their own financial assets invested in our funds in order to help align our interests with those of our clients. In addition, our investment professionals receive incentive compensation that is heavily weighted to the long-term performance of our funds to ensure they are aligned with our investment approach.

BCIM provides the investment team with data tools and educational opportunities to enhance its capacity to integrate ESG and engage with companies. Management and our compliance team reviews engagement records and proxy votes to ensure policies are consistently applied. At a board level we are discussing our approach to climate risk oversight including both physical and transition risks on climate and understanding there are not precise answers at this time. Our management board and board of directors continues to strive for our clients' best interests for a long-term return perspective and respect for the environment and society.

This policy, as well as our Proxy Voting Guidelines, are reviewed by BCIM's Board of Directors on an annual basis.

When we engage with the companies we invest in we document our actions which allows us to determine how and when to follow up and escalate issues as needed. It also allows us to assess the progress the company is making towards our engagement concerns.

Policies are disclosed to clients and prospects on request, and we offer our clients detailed reporting on our engagement activities, our proxy voting, and our rationale for significant engagement initiatives and proxy votes.

BCIM has conflict of interest policies overseen by our Compliance department to identify, manage and disclose any conflict of interest matters to clients. As conflicts of interest may arise, we believe preventing and controlling these conflicts are important elements protecting the best interests of clients and the integrity of financial markets. BCIM is committed to ethical conduct and responsible management of conflicts of interest.

Dated: May 2023