

# Proxy Voting Policy (effective 21 May 2025)

**OnePath Custodians Pty Limited ('the Trustee') represents members through Proxy Voting in matters of corporate governance. This Proxy Voting Policy applies to the Retirement Portfolio Service.**

The Trustee Board is ultimately responsible for approval and monitoring of this Policy, and the regular review of the Policy is facilitated by Wrap Governance, a team within the service provider to the Trustee. Certain matters relating to Proxy Voting are delegated to the Trustee's Superannuation Trustee Investment Committee (STIC), such as material and contentious votes.

Decisions on proxy voting are made considering members' best financial interests (MBFI). The decisions on proxy voting are therefore made with the aim of protecting and enhancing the investment outcome for members and recognising the strong link between good corporate governance and investment value.

The way member assets are held is a relevant consideration for the Trustee in determining its ability to vote.

All of the Trustee's voting instructions are lodged via the appointed Custodian.

## DIRECTLY MANAGED INVESTMENT OPTIONS

The assets of directly managed investment options are held in unregistered trusts or Managed Investment Schemes where IOOF Investment Services Limited ('IISL') or OnePath Funds Management Limited ('OPFM') are the Responsible Entities. Under these investment arrangements, the Trustee is a unitholder in IISL and OPFM trusts, with the proxy voting responsibility residing with IISL and OPFM. The Trustee is aware that IISL and OPFM have their own proxy voting policy - the IISL and OPFM Proxy Voting Standards ('IISL and OPFM Policies'). The IISL and OPFM Policies specify that voting decisions must be made in the best financial interests of investors.

In investing assets through the IISL and OPFM trusts, the Trustee accepts the application of the IISL and OPFM Policies for its directly managed investment options and as such understands the limitation it imposes on the Trustee's ability to vote in accordance with its views generally or as it relates to responsible investing.

If directly managed investment options were to hold equity assets directly, the Trustee will approve an appropriate proxy voting arrangement to be put in place to enable the Trustee to fulfil its proxy voting requirements.

## EXTERNALLY MANAGED INVESTMENT OPTIONS

Where member assets are invested via Externally Managed Investment Options, the Responsible Entity (RE) of each Managed Investment Scheme will apply its own proxy voting policy. As a unitholder under this investment arrangement, the Trustee accepts the application of proxy voting rights for their members being exercised by the RE of the trust in accordance with their own respective proxy voting policy.

In some cases, an Externally Managed Investment Option will trigger a unitholder vote, applicable to the Trustee holdings in the relevant Externally Managed Investment Option. When notice of a unitholder vote is received, the Trustee will vote on the resolution if it is in MBFI to do so and legally permitted. Resolutions assessed as contentious and material are referred to the STIC for consideration and approval in relation to how the unitholder vote should be exercised; an example of a contentious unitholder vote may be a proposed change to the fee structure pertaining to an Externally Managed Option.

The materiality threshold is reached where the Trustee holds at least 5% of the units in the option against the relevant total units and whether a resolution is contentious is assessed by Wrap Governance, taking into account a variety of factors, including external events, media etc.

In the event that members of the STIC resolve to vote differently in relation to the same resolution, this will be escalated for a decision by the Trustee Board.

The expectation of the Trustee is that wherever possible the governance processes in place will enable material and contentious unitholder votes to be circulated to the STIC for a voting decision; however, where time constraints do not permit this, the decision will be delegated to the Chair of the STIC.

## LISTED SECURITIES ('DIRECT SHARES')

The Trustee is unable to exercise its voting rights over ASX listed shares due to platform constraints, nor does the Trustee currently offer international direct shares on its RSE investment menus.

## OTHER

The STIC takes into consideration best practice standards of corporate governance when developing this Policy and considering its voting decisions. It reviews its voting processes on an ongoing basis.

In the event of any other actual or potential conflicts of interest that may arise in exercising proxy voting responsibilities, these conflicts will be disclosed to the Trustee, as appropriate. The Trustee will review any conflicts relating to the voting of proxies and take action to avoid or manage any conflicts of interest. In these instances, the Trustee will make appropriate disclosures to members in the proxy voting continuous disclosure published on the relevant websites.

To avoid conflicts of interest, the Trustee will abstain from voting on any matters that relate to Insignia Financial Limited shares.

Any recommendation to diverge from this Policy will be referred to the STIC for consideration.

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