

MORRISON.

Shareholder Rights Directive II Engagement Policy

JANUARY 2025

PRIVATE AND CONFIDENTIAL

INTRODUCTION

Morrison Infrastructure (UK) Limited (“**Morrison**”) manages portfolios of investments on a discretionary basis for wholesale clients (“**Clients**”). Morrison is a member of the Morrison Group, which is a global infrastructure manager investing through both private and listed markets.

OBJECTIVE AND APPLICATION

The revised Shareholder Rights Directive (“**SRD II**”) seeks to promote shareholder engagement and improve stewardship and corporate governance.

The firm deliberately takes a longer-term view and believe that there is no right or wrong standard model for ownership in the provision of critical infrastructure and social services. Investing in assets that serve an enduring societal need requires a responsible investment approach applied across each element of the investment process – this is closely aligned with Morrison’s purpose and corporate values¹.

This policy (“**Engagement Policy**”) sets out how Morrison complies with its obligations under SRD II with regard to shareholder engagement with public companies, as required in the handbook of the UK Financial Conduct Authority (“**FCA**”) under COBS 2.2B.

Morrison is required to report annually on the Engagement Policy’s implementation, including a general description of voting behaviour, votes cast, an explanation of the most significant votes and the use of proxy advisors.

As part of Morrison’s disclosure requirements under SRD II, Morrison will disclose annually to certain of its institutional investor clients² how its investment strategy:

- Complies with the terms of the contractual arrangements in place with those clients; and
- Contributes to the medium to long-term performance of the assets of that institutional investor.

This annual disclosure is provided to other investors on request.

¹ Morrison’s corporate values are (1) We think for the future; (2) We work as whanau; and (3) We deliver the extraordinary. Our investment approach is consistent with our status as a signatory to the UN supported Principles for Responsible Investment. Our investment processes and actions are described below.

² An institutional investor caught by the SRD II rules includes life insurers, re-insurers and occupational pension schemes.

ENGAGEMENT POLICY IMPLEMENTATION

<p>The role of shareholder engagement in Morrison’s investment strategy COBS 2.2B.6R(1)</p>	<p>Morrison believes that proactive and future-focused investment stewardship can be value accretive over short, medium and long-term horizons. Morrison aims to engage and influence the management of sustainability risks and opportunities. This is done through a stewardship and engagement approach aligned with Morrison’s Sustainability Framework and supported by Morrison’s Stewardship Policy for Listed Investments and Morrison’s Proxy Voting Guidelines.</p>
<p>Approach to ongoing monitoring of investee companies COBS 2.2B.6R(2)</p>	<p>An ESG profile is created for each investee company and documents our detailed review of the environmental, social and governance risks and opportunities. Companies are assessed for the effectiveness of their ESG-related management systems, processes and actions relating to community and stakeholder engagement, safety and environment, corporate governance, employee engagement and industry collaboration. Where any material gaps against best practice are identified, they are documented and translated into recommendations in the investment management stage of the lifecycle and form the basis of our engagement program.</p> <p>The ESG profile is used to help inform the team as they monitor each company’s ESG performance and/or directly engage with the company. The implementation of the program is conducted within the framework provided through Morrison’s Stewardship Policy.</p> <p>Morrison reviews investee companies on a periodic basis. As part of its investing and monitoring processes, Morrison generally undertakes the following tasks:</p> <ul style="list-style-type: none"> • Engaging with the company’s management team • Detailed review of a company’s products and/or services • Market analysis to estimate the future market for the company • An analysis of the company’s financial information and third-party reports • Discussions with experts • Evaluations of the company’s material ESG issues, including the use of screening tools to assess risk indicators • A consideration of the macroeconomic landscape and dynamics that may impact the company <p>These processes are undertaken by the investment and sustainability team.</p>
<p>Approach to conducting dialogue with investee companies COBS 2.2B.6R(3)</p>	<p>Morrison’s Stewardship Policy for Listed Investments formalises the engagement approach for all of Morrison’s listed infrastructure investment activities. This includes monitoring of the corporate practices of investees/issuers (including ESG practices), engaging productively with investees/issuers, exercising voting rights on management and shareholder resolutions, and when appropriate, submitting shareholder resolutions. The Morrison Stewardship Policy is owned by the Morrison Listed Portfolio Committee and oversight of the Policy is provided by the Head of Listed Investments and the Sustainability Executive Director.</p> <p>Morrison regularly engages with listed companies on ESG matters, and provides ESG insights, analysis and support to portfolio companies. All this activity is tracked to foster continual improvement and learnings in future investment and asset management practice, as well as to support engagement with third party bodies, such as industry associations and guidance providers.</p>

<p>Procedure for exercising voting rights and other rights attached to shares</p> <p>COBS 2.2B.6R(4)</p>	<p>The ESG engagement program is supported by Morrison’s Proxy Voting Guidelines, which address proxy proposals from listed infrastructure securities that Morrison invests in on behalf of its clients (clients who have delegated to Morrison the authority to vote proxies relating to equities). These guidelines enable Morrison to exercise its proxy voting rights and consider ESG factors in the evaluation of its voting decisions. Where Morrison is required to vote on a proposal that is not addressed by the general principles and voting expectations expressed by the guidelines, it generally expects to determine the manner in which to vote by aligning with the objectives of promoting long-term corporate health and sustainable financial, social and environmental objectives. This too is tracked to foster continual improvement and learnings in future investments and stewardship.</p> <p>Morrison consider all aspects of the issues presented by a proxy matter, and depending upon the particular client requirements, we may vote differently for different clients on the same proxy issue.</p> <p>Morrison has established effective strategies for determining when and how any voting rights held in client portfolios are to be exercised, to the exclusive benefit of the portfolio and its underlying investors concerned. The strategy includes measures and procedures for:</p> <ul style="list-style-type: none"> • Monitoring relevant corporate actions; • Ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant portfolio; and <p>Preventing or managing any conflicts of interest arising from the exercise of voting rights.</p> <p>With respect to the wide variety of social and corporate responsibility issues that are presented, Morrison’s general policy is to take a position in favour of policies that promote long-term corporate health and sustainable financial, social and environmental objectives.</p> <p>Except in rare instances, abstention is not an acceptable position and votes will be cast either for or against all issues presented.</p> <p>Many countries have “proxy blocking” regulations that prohibit the sale of shares from the date that the vote is filed until the shareholder meeting. A Fund would be unable to sell its shares if a negative news event occurred during this time, thus harming its investors. Morrison reserves the right to decline to vote proxies for stocks affected by proxy blocking regulations.</p>
<p>Approach to cooperating with other shareholders and communication with other stakeholders</p> <p>COBS 2.2B.6R(5) and (6)</p>	<p>Morrison does not currently participate in any formal shareholder coalitions.</p> <p>There are occasions when collaboration with other investors and stakeholders may be the most productive way to engage and in clients’ best interests. Morrison is open to working alongside other investors on both policy and company specific matters. The decision to collaborate with other shareholders or stakeholders on company specific matters will be judged on a case-by-case basis and requires formal approval from the Listed Portfolio Committee if the collaboration were to result in becoming a Concert Party.</p>
<p>Procedure for managing actual and potential conflicts of interests in relation to Morrison’s engagement.</p> <p>COBS 2.2B.6R(7)</p>	<p>Morrison maintains a register of potential and actual conflicts of interest which are supplemented by a register of the outside business interests of staff members. Where Morrison faces a material conflict that it is unable to manage or prevent, it is Morrison’s policy to disclose this to the client(s) concerned prior to taking any action.</p> <p>Morrison has a conflicts of interest policy that applies to its engagement and proxy voting activity. This is available on request.</p>