CONFLICTS OF INTEREST POLICY

1. INTRODUCTION

Walter Scott & Partners Limited (Walter Scott) was founded in 1983 to offer global and international equity portfolio management services to institutional investors and similar clients.

Walter Scott's main regulator, the Financial Conduct Authority (FCA Senior Management Arrangements, Systems and Controls [SYSC], Chapter 10, Conflicts of Interest), the Securities Exchange Commission (Investment Advisers Act 1940, Section 206 and General Instructions to Form ADV, General Instruction 3) and the Canadian Securities Administrators (National Instrument 31-103, Section 13.4) require Walter Scott to address any material conflicts of interest in the best interest of the client and disclose these appropriately. This involves taking reasonable steps to identify existing and reasonably foreseeable material conflicts of interest between the firm and the client and each individual acting on the firm's behalf and the client.

Conflicts of interest are inherent throughout the investment management business, therefore from the outset the firm has organized its activities to ensure the interests of its clients are always placed first and to ensure any conflicts of interest do not cause harm to its clients.

2. IDENTIFYING CONFLICTS OF INTEREST

'Appropriate steps' must be taken to identify conflicts of interest and in doing so consideration should be given as to whether the firm/employee:

- is likely to make a financial gain, or avoid a loss at the expense of a client;
- has an interest in the outcome of a service or transaction conducted on behalf of a client which is distinct from that client's interests;
- has any incentive to favour the interest of one client over another;
- carries on the same business as the client;
- will receive any inducement, such as monies, goods or services, as a result of providing a service, other than the standard commission and/or fees.

3. KEY CONFLICTS

Walter Scott has identified the following areas which may give rise to a conflict of interest and has in place processes and procedures to adequately manage these:

3.1 OWNERSHIP

Walter Scott is a wholly owned subsidiary within the Bank of New York Mellon Corporation group (BNY Mellon). Walter Scott operates autonomously from BNY Mellon in terms of its investment research, portfolio management, investment administration and other elements that impinge directly upon the investment management services provided to clients. The investment decisions reflected within Walter Scott client portfolios reflect its independent investment research.

Owing to legal/stock exchange restrictions Walter Scott may be subject to aggregate ownership limits on some stocks as part of the wider BNY Mellon group.

3.2 AFFILIATES

Walter Scott is a research led organisation. As a subsidiary of BNY Mellon Walter Scott is affiliated to certain entities, some of which are utilised by the firm for activities such as fund administration, distribution, FX trading and IT hosted systems. All agreements have been established and will be maintained at arm's length.

Walter Scott acts as sub-advisor to a number of mutual funds and pooled investment vehicles operated by its affiliates both on a discretionary and non-discretionary basis. All such investment advisory services are provided under formal written agreements between both parties.

3.3 PORTFOLIO IMPLEMENTATION

The firm's Portfolio Implementation team is responsible for administering Walter Scott's investment decisions into the structure of portfolios in line with client mandate guidelines and restrictions. The firm's Investment Management Committee (IMC), which comprises senior management of the firm and the most senior members of the investment team, reviews portfolio performance and the dispersion of similarly mandated portfolios.

For the avoidance of doubt portfolios can and do differ between clients, notwithstanding similar strategies. Reasons for such differences include, but are not limited to, the starting date of the mandate and existing

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portfolio composition, differences between client guidelines and restrictions, client structure, portfolio liquidity, frequency of cash flows, the size of the mandate in question and appropriateness for a particular portfolio, while considering appropriate portfolio diversification.

3.4. ESG

Walter Scott believes that the companies that make the best investments over the long term typically adhere to the highest environmental, social and governance (ESG) standards. As a result, the firm integrates analysis of a company's ESG status, risks and opportunities into its investment process. This process has the best financial interest of our clients at its core. We recognise that a company's ESG characteristics is likely to affect its valuation and investment returns to varying degrees across companies, sectors and countries. Consequently, associated actual and potential conflicts of interest may materialise.

Walter Scott has controls in place to mitigate the risk of conflict across a client base that has widely varying interest in ESG considerations. These controls include Walter Scott's investment process being communicated to new and existing clients, corporate governance committee oversight and trading restrictions coded into the firm's order management system to ensure adherence to client specific investment objectives.

3.5. FINANCIAL INSTRUMENTS ISSUED BY A CLIENT OR CLIENT SPONSOR

The firm's clients may be publicly traded companies or pension funds with a publicly traded pension fund sponsor. Investing in securities issued by a client or pension fund sponsor may result in a conflict of interest as it may give rise to the perception of the firm seeking support or currying favour from that client (e.g. when voting), to the detriment of other clients. Investment in such securities may heighten the risk that such an investment may not be compatible with clients' investment objectives.

Walter Scott's thorough research process, collegiate decision making, corporate governance committee oversight, Investment Stewardship Committee oversight and coded trading restrictions, are designed to prevent a client investing in a security it has issued, act as a mitigating control.

3.6 TRADING COUNTERPARTIES

All new trading counterparties are approved by the Trading Oversight Group (TOG). The firm's Investment Operations team maintains a complete list of active approved trading counterparties for equity trading. No equity trading is conducted with any executing trading counterparties affiliated with BNY Mellon. Walter Scott selects trading counterparties regardless of whether that trading counterparty's clearing agent is an affiliate of BNY Mellon. In general, all securities trading is carried out on an agency basis. Walter Scott does not use trading commissions to pay trading counterparties for any services other than trade execution. No commission sharing arrangements are in place.

A small number of entities with which Walter Scott has a client relationship are affiliated to entities included on Walter Scott's authorised trading counterparty list. The TOG monitors trading counterparty usage and commission rates paid on a quarterly basis with the Risk & Compliance (R&C) team reviewing this annually.

4 TRADING

4.1 AGGREGATION / EXECUTION / ALLOCATION OF ORDERS

It is the general policy of the firm to aggregate purchase or sale orders of the same equity when trading for more than one client. Aggregating orders may transpire to be advantageous or disadvantageous to any particular client or group of clients. Walter Scott has policies and procedures for best execution and fair allocation. Walter Scott does not cross stock between client accounts.

4.2 TRADE ROTATION

Following the receipt of any subsequent orders in the same stock to an outstanding aggregated order (due to other trades having to settle prior to that order being placed or other reasons) the original aggregated order will be stopped and a new one started with the relevant changes. In the event that the aggregated order is actively working in the market when the new order/s are received the new order/s will not participate in that days allocation and will be merged into the block after that day's trade execution has been reported and fairly allocated amongst the original participants.

4.3 NON-DISCRETIONARY (MODEL PORTFOLIO) ACCOUNTS

Where Walter Scott provides securities recommendations as a non-discretionary investment manager (model accounts) there is the potential for conflict between discretionary accounts and such model accounts when competing to trade. Walter Scott believes that simultaneously communicating investment instructions to the firm's trading desk and any other applicable financial firm is, as a general rule, appropriate in these circumstances. The potential conflict of trading in the market at the same time is mitigated by the majority of models trading in ADRs, time zone differences, the securities involved having significant trading volumes and/or the typical highly liquid nature of the equities held in portfolios. The firm has put in place monitoring to identify detriment to discretionary clients from simultaneous trading, which is overseen by its Trading Oversight Group.

4.4 ERROR CORRECTION

In the event that Walter Scott is responsible for an error, the firm would advise the client and, where necessary and subject to the details of the specific error, recompense the client's portfolio with appropriate compensation. In all such instances the client(s) will be returned to the position had the error not been made.

5 EMPLOYEE COMPENSATION / PERSONAL TRADING

5.1 COMPENSATION

In addition to base salaries, employees of Walter Scott are eligible to participate in the firm's annual profit share which is a fixed percentage of the firm's pre-incentive operating profits. For directors and some senior staff, the majority of annual compensation is the profit share. An element of this is deferred via a long-term incentive plan, largely invested in a UK domiciled long term global equity fund sponsored by BNY Mellon with Walter Scott acting as investment advisor, and

BNY Mellon stock. Both have a four year deferral period which vests on a pro-rata basis annually.

5.2 EMPLOYEE EQUITY TRANSACTIONS

The firm operates strict personal trading rules restricting members of staff from purchasing shares in any US mutual fund where Walter Scott is the sub-advisor and staff may not use discretion to purchase individual securities.

Employees are required to pre-clear transactions in certain financial instruments through the BNY Mellon PTA system and attest to quarterly declarations of their holdings at the end of each calendar quarter.

Any inherent conflicts resulting from employees or Walter Scott investing in the same products as clients are therefore managed effectively.

5.3 OUTSIDE INTERESTS / DIRECTORSHIPS

The firm adheres to the requirements set out by BNY Mellon in relation to outside activities, affiliations, or employment which may give the appearance of a conflict of interest or could create a direct conflict between an employee's interests and those of the firm or its parent BNY Mellon. Employees must obtain approval from BNY Mellon Ethics Office for certain outside activities prior to proceeding or accepting the position and annual re-approval.

5.4 INSIDER TRADING / MARKET ABUSE

Policies and procedures exist to prevent employees from insider trading (trading upon receipt of material non-public information [MNPI]). Those employees who possess inside or proprietary information must preserve its confidentiality and disclose it only to other employees who have a valid business reason for receiving it.

6 INDUCEMENTS

6.1 GIFTS & ENTERTAINMENT

Employees may neither give nor accept anything of value where doing so could create the appearance of a potential conflict of interest. All gifts or entertainment given or received (apart from those of de minimus value) must be declared with pre-approval required for government entities in most instances and where values may exceed the pre-determined threshold amounts. The receiving and giving of gifts and entertainment is monitored by the R&C team to ensure these do not influence staff behaviour in a way that conflicts with the interests' of clients.

6.2 SPONSORSHIP & CHARITABLE DONATIONS

Within the firm's governance structure, the Walter Scott Giving Group is responsible for reviewing/approving all charitable donations and sponsorships. The Giving Group operates under a Terms of Reference which specifically states no sponsorship of, or donation for any client is permitted.

6.3 INTERNSHIPS / WORK PLACEMENT

To ensure there is no preferential treatment given to clients and their relatives when applying or seeking internships/work placement, Walter Scott adheres to the requirements set out by BNY Mellon whereby all applications must be routed through a centralised HR process. In addition, employees are required to attest on an annual basis as part of the Code of Conduct questionnaire that they have not hired through a non-recognised HR channel.

6.4 PERSONAL RELATIONSHIPS

Employees of Walter Scott may have close personal or family relationships which could be viewed as a conflict of interest. Familial relationships are disclosed as part of the HR screening process for new employees and there is an obligation to disclose any new relationships for existing employees. Members of staff are not permitted to have direct or indirect authority over the employment status of another relative nor can they be in a position to jointly control or influence transactions.

6.5 PROXY VOTING

Unless instructed to the contrary by a client, Walter Scott performs proxy voting on behalf of its clients. Votes are cast in line with client specific proxy voting guidelines or in a manner consistent with the clients' best interests without regard for any interest Walter Scott may have in the matter. Walter Scott receives documentation on forthcoming votes from custodians and ISS, however, the firm votes independently of recommendations from any intermediary.

6.6 FEES & COMMISSIONS

Walter Scott's revenue is derived from investment management fees which align the firm's and its clients' interests. The majority of Walter Scott's clients are charged fees on scales that reflect the value of assets in the client's account. A few clients operate with performance related fees. Walter Scott does not differentiate in the management of portfolios on the basis of the method of fee calculation or by client type.

6.7 FEE SHARING ARRANGEMENTS / REFERRAL FEES

In Australia Walter Scott is the investment advisor for funds sponsored and distributed by Macquarie Bank. In the event that any Australian or New Zealand investors award Walter Scott a new portfolio and not an investment in the existing funds, Walter Scott shares its fees with Macquarie on a pre-arranged scale.

Walter Scott shares fee income with certain affiliates within the wider BNY Mellon group under arrangements similar to those disclosed above. Walter Scott is solely responsible for the payment of these fees which come out of its own revenue. These payments do not increase the fees paid by investors.

Walter Scott does not charge or receive compensation in respect of the sale of securities, private funds, mutual funds or other investment products. However, certain employees of the firm's affiliates receive such compensation.

7. REPORTING POTENTIAL CONFLICTS

All employees are required to report actual or potential conflicts of interest to the R&C team as soon as they are identified. Sufficient detail must be provided in order to properly assess the conflict and determine what action, if any, should be taken.

8. MANAGING / MONITORING OF CONFLICTS

In addition to the processes and procedures for managing conflicts outlined above Walter Scott's committees of the board are responsible for review of the firm's policies and procedures covering all aspects of its operations. Day to day monitoring is carried out by the R&C team using a risk based programme. The firm maintains a Conflicts of Interest Register which is reviewed on an annual basis with any changes submitted to the Risk & Compliance Committee for review and approval.

9. OWNERSHIP

This policy is owned by Walter Scott's Risk & Compliance Committee.

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