



Voting Policy (IGF08)

Business Unit: Investments

Document Status: Final

Document Version: 3

Approved Date: 15 January 2024

Effective Date: 30 January 2024

Motor Trades Association of Australia

Superannuation Fund Pty Limited

ABN: 14 008 650 628

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1. Introduction

- 1.1 This Voting Policy (Policy) is designed to enable Motor Trades Association of Australia Superannuation Fund Pty Limited (Trustee) to appropriately manage the governance of its investment activities in its capacity as trustee of Spirit Super (Fund). The Trustee is both a registrable superannuation entity licensee (RSE Licensee) and the holder of an Australian financial services licence (AFS Licensee). As a trustee, the Trustee has an overarching obligation to act in the best financial interests of the beneficiaries of the Fund.
- 1.2 The Policy forms part of the Trustee's Investment Governance Framework (IGF) and should be considered in conjunction with the other policies comprising that framework.

2. Objective of this Policy

- 2.1 The purpose of this Policy is to set out the processes adopted by the Trustee in relation to the exercise of voting and proxy rights with respect to the Fund's investments. It outlines how the Trustee discloses its proxy voting record.

3. Definitions

3.1

Securities Lending	The owner of shares/bonds temporarily transfers them to a borrower. In return, the borrower transfers other shares, bonds or cash to the lender/owner as collateral and pays a borrowing fee. Securities lending can be used to increase fund returns for investors.
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4. Guiding Principles

- 4.1 The primary investment purpose of the Fund is to grow member savings by delivering long term investment returns above the rate of inflation to enable Fund members to improve their financial security in retirement. The Trustee aims to deliver these returns with stability over the medium to long term. The Trustee believes that being an active owner and exercising our voting rights helps it achieve strong long-term risk-adjusted returns for members and is consistent with its obligation to act in members' best financial interests.
- 4.2 Share voting is an important aspect of the Fund's investment stewardship activities and is undertaken in conjunction with shareholder engagement. Consistent with its broader [Environmental, Social and Governance Policy \(IGF07\)](#), the Trustee seeks to actively exercise its ownership rights including through voting on all shareholder resolutions where practicable. All resolutions will be voted upon in a manner that is consistent with the Fund's investment philosophy and approach.

5. Australian shares voting

- 5.1 The Fund has appointed a proxy voting and ESG specialist, to provide voting research and recommendations to the Fund. The Fund gives due consideration to the appointed proxy voting and ESG specialists recommendations when voting on Australian shares resolutions.
- 5.2 Inputs in the decision-making process for resolutions may include the Fund's engagement with the company, independent-voting advice, the views of investment managers and reports from third parties including the primary asset consultant.
- 5.3 The Trustee, acting through and as advised by the Investments Team, retains the right to vote differently from the recommendations of proxy voting advisors where the Fund believes it aligns with our investment beliefs and is in the best interests of members.
- 5.4 It is recognised that the Trustee does not have the opportunity to exercise voting rights for Australian shares that are held in pooled investments. As the Fund doesn't have the ability to direct proxy votes through pooled vehicles, an assessment will be made as to each investment manager's voting policy to ensure it aligns with the Trustee's active ownership principles. The Internal investment team management will encourage the investment manager of the pooled investment vehicles to exercise voting in accordance with their voting policy. Pooled vehicle investment managers are required to submit regular activity reports so the Fund can monitor their voting activities.

6. International shares voting

- 6.1 For international holdings, the Fund has appointed a proxy voting specialist, who provides voting research and recommendations to the Fund, in line with ACSI's International Voting Policy. The Fund gives due consideration to the appointed proxy voting and ESG specialists recommendations when voting on international shares resolutions.
- 6.2 While voting is executed through a proxy voting specialist, The Trustee is ultimately responsible for voting decisions and the CIO and Investment team, on delegation from the Trustee, has the right to instruct external investment managers to vote in a particular way on any resolution.
- 6.3 The Fund monitors the manner in which external investment managers cast their votes and requires external investment managers to provide a regular report on voting activities. It is recognised that the Trustee does not have the opportunity to exercise voting rights for International shares that are held within pooled funds.

7. Private markets

- 7.1 When assessing a pooled fund investment, the Fund will ensure the relevant investment manager has a voting policy that aligns with the Trustee's principle of active ownership. Internal investment team management will encourage the managers of pooled vehicles to exercise voting in accordance with their voting policy.
- 7.2 For voting rights within pooled vehicles the Fund engages with external investment managers and encourages the investment manager to exercise voting in accordance with the managers voting policy.
- 7.3 For direct holdings in private markets, including Fund-owned entities with an external Trustee, the Fund will engage with nominee Directors and/or Trustees, or portfolio managers (where relevant) on Board related matters to encourage those representatives to vote in accordance with the Fund's policies and in the best interest of its members. Albeit the Fund recognises that where there are multiple shareholders, nominee Directors have broader obligations to those shareholders and other stakeholders.
- 7.4 As far as practicable, the Fund will endeavour to establish structures for non-majority owned assets that provide appropriate protections to it as a minority shareholder, including through suitably established majority and super-majority shareholder resolutions.

8. Securities lending

- 8.1 The Fund occasionally participates in a securities lending program for company shares held in its Australian and international share mandates. The Fund aims to recall all shares from third parties to enable voting of contentious company resolutions however in some rare circumstances shares may not be able to be recalled in time for voting.

9. Disclosure

- 9.1 Transparency is an important aspect of the Fund's investment stewardship activities. The Fund will compile a semi-annual report of all its voting activities rights in relation to shares in listed companies and publish the report on its website.
- 9.2 In accordance with paragraph 1017DA(1)(a) of the *Corporations Act 2001* and regulation 7.9.07ZB of the *Corporations Regulations 2001*:
 - The Fund's Proxy voting policy will be made publicly available (via the website) within 20 business days of the policy commencement;
 - In the event the Fund's Proxy voting policy is amended or replaced, the Proxy voting policy will be made publicly available (via the website) by the later of:
 - the date of the amendment or replacement; and
 - the effective date of the amendment or replacement; and
 - A summary of when, during the previous financial year, and how the fund has exercised its voting rights in relation to shares in listed companies will be made publicly available (via the website) within 20 business days of the last day of the RSE licensee's most recently completed financial year.

10. Review of this Policy

- 10.1 This Policy will be reviewed by the Trustee or Investment Committee at least biennially.

11. Policy Owner

- 11.1 The Chief Investment Officer is accountable for this Policy and its implementation.

12. Revision History

Version	Reason for amendment	Date approved	Approved by
1	First Version	25 August 2022	Trustee Board
2	Policy refined and updated as part of the annual review.	30 August 2023	Trustee Board
3	In line with the Register of Management Delegations V4 item 1, minor amendments applied to section 9 following repeal of s29QB SIS Act and regulation 2.38 SIS Regulations by the Treasury Laws Amendment (2022 Measures No. 4) Act 2023	15 January 2024	Chief Investment Officer