



## Proxy Voting Policy

RPIA acts as a registered Investment Fund Manager for private and public investment funds (the "Fund/s").

As manager of the Funds, RPIA has the authority to exercise any voting rights that a Fund has in its capacity as a security holder of an issuer. It is the policy of RPIA that these rights are exercised in accordance with the best interests of the unit holders of the Fund determined at the time the vote is cast. However, given the fixed income focus of the Funds it is very rare for a Fund to hold securities that have voting rights.

In voting proxies on behalf of a Fund, RPIA will adhere to its internal conflicts of interest policies and where applicable, such policies will be reviewed by the Fund's Independent Review Committee ("IRC"). Where a conflict of interest arises between RPIA's interests and those of the Funds (or their unitholders), RPIA will act in the best interest of the Funds and will at all times place the interest of the Funds above its own. RPIA will document any instance where a conflict of interest could be construed and will take appropriate action to address such conflict, which may include referring the matter to the IRC (in the case of a prospectus-based fund) or seeking external legal counsel to help ensure objectivity and adherence to applicable securities laws and regulations. In certain instances it may be deemed to be in the best interest of a Fund for votes not to be cast on a particular matter.

RPIA may also engage third parties to help advise on proxy voting matters and assist with documentation and recordkeeping.

RPIA will take reasonable steps to vote all applicable proxies on behalf of the Funds. However, there may be circumstances where voting may be impractical. These situations may include, but are not limited to:

- insufficient information available,
- proxy documents not being delivered by the custodian in a timely fashion,
- lack of English proxy materials,
- cost of voting outweighs potential benefit to the Fund, and
- lack of materiality.

In the case of prospectus-based Funds which are reporting issuers, RPIA will also comply with the requirements set out in Part 10 of NI 81-106 as it pertains to proxy voting.

### **Standing Policy for Voting on Routine Matters**

Issuers' proxies routinely contain proposals to elect corporate directors; to appoint external auditors and set their compensation; to adopt or amend management compensation plans; and to amend the capitalization of the company (collectively, "Routine Matters").

A decision to invest in an issuer's securities is generally an endorsement of the issuer's management. Therefore, proxies will generally be voted with management on Routine Matters.



## **Deviations from Policy for Voting on Routine Matters**

In some cases it may be deemed to not be in the best interests of a Fund for proxies to be voted with management on Routine Matters. The following guidelines (“Voting Guidelines”) set out the corporate governance principles which will help determine how to vote on Routine Matters.

**Boards of Directors** - resolutions that promote the ability of boards to act in the best interests of securityholders of the Fund will be supported. Proxies will generally be voted in favour of the election of directors for boards having a majority of independent directors and an independent chair, where the chairs of all board committees and at least a majority of committee members are independent.

**Auditors and Auditor Compensation** - recommendations of the issuer’s audit committee regarding the appointment of auditors and auditor compensation in cases where all members of an issuer’s audit committee are independent will generally be supported.

**Management Compensation** - compensation arrangements that are tied to long-term corporate performance and securityholder value will generally be supported. These arrangements should induce management to purchase and hold equity in the company to better align management’s interests with those of shareholders. Stock option plans that are overly generous or excessively dilutive to other shareholders will not be supported.

**Changes in Capitalization** - changes in capitalization where a reasonable need for the change is demonstrated will generally be supported. Changes resulting in excessive dilution of existing securityholder value will not be supported.

While the Funds’ proxies will generally be voted in accordance with the Voting Guidelines, there may be circumstances where it is in the best interest of the Fund to vote differently than the manner contemplated by the Voting Guidelines. In such event RPIA will act in manner aimed to ensure a fair and equitable outcome for the Fund. RPIA will maintain its obligation to act in the best interests of the Funds and ensure adherence to its internal conflicts of interest related policies.

## **Voting Guidelines for Non-Routine Matters**

Non-Routine Matters, including those business issues specific to the issuer or those raised by shareholders of the issuer, are addressed on a case-by-case basis with a focus on the potential impact of the vote on the Fund’s value. The general principals underlying the Voting Guidelines will be considered when deciding how to vote on non-Routine Matters.

## **Use of Discretion**

In line with its obligation to act in the interest of the Funds, RPIA may exercise its professional discretion whether or not to vote on Routine and non-Routine Matters. In cases where it is reasonably determined that it is not in the best interest of the Fund to cast a vote, or in cases where no value is added by voting, there is no requirement to vote under this Policy.



## **Proxy Voting Administration**

RPIA shall ensure that employees and other applicable persons entrusted with casting a vote in respect of securities held by a Fund shall be provided with a copy of this Policy and will be expected to vote in accordance with this Policy. In the event that anyone expects to deviate from the Policy, approval from the Chief Compliance Officer must be obtained before a vote is cast.

A record of all proxies received and all votes cast (including how such votes are cast) shall be maintained by RPIA (or by an appointed third-party as appropriate). Where applicable, this will be conducted in line with Canadian securities regulations.

## **Proxy Voting Disclosure**

In its capacity as Investment Fund Manager to prospectus-based reporting issuer Funds, RPIA will maintain and disclose the proxy voting records in accordance with sections 10.3 and 10.4 of NI 81-106 and will provide annual proxy voting disclosure for the Funds on RPIA's public website.

Additional proxy voting-related disclosure is provided in the fund's Annual Information Form in accordance with NI 81-101.