



PROXY VOTING PRINCIPLES

February 2020

Contents

| | |
|---|-----------|
| <u>1. Proxy voting philosophy</u> | 3 |
| Who We Are | 3 |
| Our Beliefs and Philosophy | 3 |
| <u>2. Fostering effective boards of directors</u> | 4 |
| Skills, Experience and Competency | 4 |
| Diversity | 4 |
| Board Independence | 4 |
| Board Renewal | 4 |
| Board Committees | 5 |
| Size and Effectiveness of Boards of Directors | 5 |
| Director Time-Commitment and Attendance Record | 5 |
| Separation of Chair of the Board of Directors and Chief Executive Officer (CEO) Roles | 5 |
| <u>3. Voting standards in support of shareholder democracy</u> | 6 |
| Individual and Annual Election of Directors | 6 |
| Majority Vote for Director Election | 6 |
| Proxy Access and Advance Notice Requirements | 6 |
| Proxy Contests and Universal Proxies | 6 |
| <u>4. Providing shareholders with a meaningful voice</u> | 7 |
| Dual Class Share Structures | 7 |
| Linked Proposals, Supermajority Approval and Quorum Requirements | 7 |
| By-Law and Exclusive Forum Proposals | 7 |
| Confidential Voting and Disclosure of Shareholder Votes | 7 |
| Shareholders' Ability to Call Special Meetings and Shareholder Proposals | 7 |
| Director Liability and Indemnification | 8 |
| Related Party Transactions | 8 |
| <u>5. Seeking alignment between compensation and performance</u> | 8 |
| Non-Executive Director Compensation | 8 |
| Management Compensation | 8 |
| Advisory Vote on Management Compensation | 9 |
| Equity Compensation Plans | 10 |
| <u>6. Fostering an efficient capital structure</u> | 10 |
| Increase in Authorized Shares and Share Issuances | 10 |
| Pre-emptive Rights | 11 |
| Share Buybacks or Repurchases | 11 |
| <u>7. Mergers, acquisitions and takeover protection: opportunity to maximize shareholder value</u> | 11 |
| Mergers, Acquisitions and Corporate Restructurings | 11 |
| Takeover Protection | 11 |
| Reincorporation | 12 |

| | |
|---|------------------|
| <u>8. Protecting the independence and integrity of auditors</u> | <u>12</u> |
| Auditor appointments, compensation and integrity | 12 |
| <u>9. Responsible investing: promoting long-term performance</u> | <u>12</u> |
| Environmental Issues | 13 |
| Social Issues | 13 |
| <u>10. Review</u> | <u>13</u> |
| <u>11. We are listening</u> | <u>14</u> |

1. Proxy voting philosophy

Who We Are

The Public Sector Pension Investment Board (“PSP Investments”) is one of Canada’s largest pension investment managers. We are a Canadian Crown corporation that invests funds for the pension plans of the federal public service, the Canadian Forces, the Royal Canadian Mounted Police and the Reserve Force (the “Pension Plans”).

PSP Investments’ mandate is to manage the pension funds transferred to it by the Government of Canada in the best interest of the contributors and beneficiaries, and to maximize investment returns without undue risk of loss, having regard to the funding, policies and requirements of the Pension Plans.

Our Beliefs and Philosophy

Our Proxy Voting Principles (the “Principles”) apply to relevant assets in our investment universe and are implemented with flexibility in support of the long-term success of the companies in which we invest. We exercise our voting rights in a global market and must therefore consider nuances in local market practices. We expect companies to respect relevant laws and regulations in their respective markets as well as country specific corporate governance codes and best practices. We take a pragmatic approach when exercising our voting rights by considering local laws, prevailing governance practices and the particular circumstances of a company in the interpretation and application of the Principles.

As a long-term institutional investor in the global equity markets, we believe that corporate governance practices, meaningful disclosure and responsible corporate behaviour contribute to the long-term performance of the publicly-listed companies in which we invest and are important to well-functioning public capital markets.

Our Principles outline our expectations in respect of corporate governance practices and the sustainability of the publicly-listed companies in which we invest. Our Principles address the matters on which we may vote from time to time and the considerations that inform our voting decisions.

In assessing matters submitted to shareholders, we review relevant company proxy documents and other public disclosures and research materials provided by external research providers prior to casting our vote. In some instances, we may engage with a company in advance of a meeting to discuss any concerns with matters submitted to shareholders.

2. Fostering effective boards of directors

The board of directors is accountable to shareholders having due regard to the interests of relevant stakeholders, and is responsible for preserving and enhancing sustainable value over the long-term. We therefore place considerable importance on the quality of the directors as well as the overall composition of boards. We believe that correctly-sized and diverse boards with the proper balance of skills, expertise and independence are critical to a company's long-term success.

We believe that high performing and effective boards are the result of a robust nominating process that will attract qualified and independent candidates from diverse backgrounds and that independent board leadership is a key element of effective boards. Sound director performance evaluations and renewal practices are also essential and directors should have sufficient time to devote to their board duties. When exercising our voting rights in respect to the election of directors to the board, we will consider the particular circumstances of a company as well as local corporate governance practices. We will pay particular attention to the following areas in deciding how to vote:

Skills, Experience and Competency

We expect companies to disclose in their proxy statements and related materials their assessment of the skills, experience and competency for each board candidate. Based on this information and any engagement we undertake, we will assess each director's ability to exercise their duty of care and discharge their responsibilities in the best interests of shareholders.

Diversity

A strong board of directors is made up of members with an appropriate and diverse range of views, backgrounds and experiences.

We encourage companies to promote diversity at all levels of the organization as this leads to better decision-making. Boards should develop an effective system for identifying diverse candidates to be regularly considered for open directorships. We expect companies to take the necessary steps to foster diversity, such as adopting and disclosing diversity policies and targeted objectives and reporting thereon.

Board Independence

A board should be constituted by a majority of independent directors and ensure that it is able to operate independently of management. We believe that directors who are in a position to exercise objective judgment, free of any external influence, are best positioned to successfully supervise a company to support the creation of long-term shareholder value.

An "independent director" is an individual who has no direct or indirect material relationship with the company or its executives. A material relationship is a relationship which could be reasonably expected to interfere with the exercise of an individual's independent judgment. In determining the materiality of the relationship, we will consider local and international best practice in corporate governance, as well as applicable stock exchange listing requirements and securities laws.

Board Renewal

We encourage boards of directors and nomination committees to consider board renewal when proposing nominees for election to shareholders, but we do not have fixed views on director terms. We consider age and tenure to be relevant factors in ensuring a balanced board and in facilitating board refreshment.

Board Committees

Boards of directors should establish a number of board committees, including at least audit, compensation and nominating committees. These committees should generally consist of at least three members, all of whom are independent directors, as defined above. Depending on the industry and size of the company, other board committees may be warranted to focus on issues such as risk, governance, health and safety and the environment.

The committees' terms of reference or charters and their composition, accountability and working procedures should be well-defined and disclosed, to support each committee's principal responsibilities as follows:

Audit committee: The audit committee oversees the work of external auditors and the adoption of effective internal controls to ensure accurate accounting and reporting of the company's financial performance. We expect all audit committee members to be independent and financially literate.

Compensation committee: The compensation committee directs, oversees and reports on the company's executive compensation program as well as corporate long-term incentive plans. It also regularly evaluates the performance of senior management. We expect all compensation committee members to be independent and knowledgeable in respect to compensation matters.

Governance and nominating committee: The governance and nominating committee identifies the board's needs for new or additional directors and then recruits, nominates and oversees the orientation program of new directors. The committee also assesses the needs for certain skills the board may be lacking and ensures the board is renewed on a regular basis. We expect the committee to develop a process for identifying diverse candidates and facilitate board refreshment and diversity. We expect all governance and nominating committee members to be independent.

Size and Effectiveness of Boards of Directors

The board of directors should periodically review its own size and determine the number of members which ensures its effectiveness. The board should be small enough to be cohesive and effective and large enough to ensure the requisite diversity of experience and skills. The appropriate number of directors will vary with the size and the nature of a company.

Director Time-Commitment and Attendance Record

We recognize that directors benefit from their exposure to other publicly-listed company boards. However, directors should ensure they can manage their commitments on multiple boards of directors without compromising their ability to discharge effectively their duties and responsibilities.

A director who commits to serve on a board should be prepared and able to make attendance at and contribution to the board and board committee meetings a priority. We expect directors to attend substantially all board meetings; including committee meetings (if applicable) and if the meetings are not substantially all attended, the companies should disclose reasons for absences in the proxy circular.

Separation of Chair of the Board of Directors and Chief Executive Officer (CEO) Roles

As the role of the chair is to lead the board of directors in its responsibility in overseeing management, we believe that the roles of chair of the board and CEO should be held by two different individuals. We further believe that the chair of the board should be an independent director as described above. If such separation does not exist, an independent lead director should be appointed with a role and responsibilities similar to those of a chair of the board.

3. Voting standards in support of shareholder democracy

We support initiatives and mechanisms that provide shareholders with meaningful and effective director elections. We therefore generally support actions that will enhance shareholder democracy such as individual and annual director elections, majority voting and the use of universal proxies for contested meetings and proxy access.

Individual and Annual Election of Directors

Some companies present their nominees for director as a slate so that shareholders must vote for or against the entire slate rather than vote for each director individually. We believe this practice may protect directors whose performance is unsatisfactory, because shareholders are less likely to vote against an entire board than they would be to withhold votes from individual directors.

Some companies have a classified or staggered board, where directors are elected for a term longer than one year, and their terms stagger so that only a portion of the directors come up for election each year. While classified boards may provide for continuity, they reduce accountability to shareholders by making it more difficult to replace directors.

We therefore believe that shareholders should have the opportunity to vote for or against the election of each director rather than as a slate on an annual basis.

Majority Vote for Director Election

We support the majority vote standard for the election of directors. We believe that electing directors is the most fundamental right for shareholders and thus they should have the opportunity to vote for or against a director candidate. An exception to the majority vote standard should apply in cases of contested elections, where there are more director candidates than board seats. In these situations, the plurality voting standard, where a director candidate is elected by receiving the highest number of votes cast is more appropriate, even if less than a majority.

Proxy Access and Advance Notice Requirements

We consider the ability of shareholders to have a meaningful say in the nomination of directors process, whether by being able to influence who the nominees are or through actually nominating candidates, to be an essential component of shareholder democracy. When such a nomination process does not exist, we encourage companies to implement a procedure to allow shareholders to nominate a reasonable number of candidates for director election in the company's proxy materials subject to sufficient share ownership requirements.

Proxy Contests and Universal Proxies

We review dissident shareholder proposals for director nominees on a case-by-case basis. In reviewing dissident nominees or slates we will consider factors such as the long-term performance of the company, the qualifications of the dissident candidates and the strategic plans of the dissident shareholder.

We encourage companies to use universal proxies for all contested meetings since they provide shareholders with the ability to vote by proxy for their preferred combination of board candidates, replicating how they can vote in person at a meeting. Universal proxies also make for a fairer, less cumbersome voting process.

4. Providing shareholders with a meaningful voice

We believe that voting rights should be proportional to shareholders' economic interest. Companies should allow shareholders to participate in decisions concerning fundamental corporate changes and adopt governance structures and procedures that give shareholders the ability to hold the board of directors and, indirectly, management to account. We encourage companies to treat shareholders equally and to facilitate shareholders' right to vote, free of impediments.

Dual Class Share Structures

We believe in the "one share, one vote" principle and that all shareholders should have the right to vote in proportion to their economic ownership.

Linked Proposals, Supermajority Approval and Quorum Requirements

From time to time, companies may adopt policies and procedures that may frustrate shareholders' rights to vote in a meaningful and unhindered manner. Examples of such practices, which we discourage through our voting decisions and communications with companies, include submitting linked proposals and adopting supermajority approval standards or ineffective quorum requirements.

By-Law and Exclusive Forum Proposals

We recognize that the board of directors has broad authority to adopt or amend by-laws in the course of exercising their duties. However, where such amendments adversely affect shareholder rights, they should be submitted to shareholders for approval.

Some by-law proposals limit the jurisdictions where shareholders can file lawsuits against the company. We recognize that limiting shareholders' lawsuits to a particular forum has financial benefits for the company and may curb frivolous lawsuits. However, they deprive investors of the right to choose the court in which to sue a company. In considering such proposals, we will take into account shareholder rights in the favoured jurisdiction as well as the jurisdiction of incorporation and the location of head office and operations of the company relative to the favoured jurisdiction.

Confidential Voting and Disclosure of Shareholder Votes

We believe that the proxy voting process should be confidential, impartial, and free from coercion. When voting in person, companies should adopt appropriate procedures to allow confidential voting, rather than a vote by a show of hands, when requested.

Companies should disclose the percentage of eligible votes cast and the voting results of shareholder meetings, including votes cast by proxy. Where a company has more than one class of voting securities outstanding, the votes should also be disclosed on a per class basis.

Shareholders' Ability to Call Special Meetings and Shareholder Proposals

Shareholders should be able to call special meetings in order to remove directors or initiate a shareholder resolution without having to wait for the next scheduled meeting. The inability to call a special meeting and the resulting insulation of management could result in adverse corporate performance and shareholder returns. If shareholders are required to own a certain percentage of shares before they can call a meeting, the percentage required should be one that shareholders could reasonably own given the size of the company.

Proxy Voting Principles

Shareholders should also be permitted to bring proposals to annual meetings. These proposals should be included on the proxy ballot, and proponents should be provided with adequate space in the proxy circular to explain the proposal. We evaluate shareholder proposals on a case-by-case basis. We expect boards of directors to implement shareholder proposals that are approved by a majority of the shareholders within a reasonable timeframe but not later than the next annual shareholders' meeting.

Director Liability and Indemnification

Liability insurance is intended to offset legal damages for board members and should generally be limited to when directors act honestly and in good faith, in the best interests of the company and, in criminal matters, limited to when directors have reasonable grounds for believing the conduct was lawful.

Related Party Transactions

Related party transactions can give rise to conflicts of interest. We therefore believe that related party transactions should be reviewed and approved by independent directors of the board with, where appropriate, the benefit of advice from independent and qualified experts. Furthermore, related party transactions should be completed on arm's length terms and supported by independent valuation information. Depending on the materiality and nature of the related party transaction, it may need to be disclosed or approved by shareholders. When submitted to shareholders for approval, we will consider related party transactions on a case-by-case basis, taking into account factors such as the strategic rationale, the board approval process, the fairness of the transaction terms and access to independent advice and valuation information.

5. Seeking alignment between compensation and performance

Management and director compensation is a critical aspect of a company's governance. Compensation and incentives to management and directors should be suitably structured to enhance shareholder value while encouraging performance that meets or exceeds stated objectives. The compensation policies and amounts payable to the senior executives and directors, including direct and indirect benefits, should be disclosed in the proxy circular so that shareholders can assess whether the interests of senior executives and directors are aligned with their own. The disclosure of the shareholdings of senior executives and directors is also important information for shareholders. Companies should similarly disclose the use of compensation consultants by the company, the board or a board committee as well as the fees paid to such consultants.

Non-Executive Director Compensation

Remuneration and fees for non-executive directors (the annual retainer and per diems for attending each board of directors and committee meeting) should be at a level that does not compromise the independence of non-executive directors. Compensation for non-executive directors should not include retirement benefits, severance payments, stock options and other forms of benefits normally reserved for employees.

Management Compensation

Compensation packages should be sufficient to attract, retain and motivate executives of calibre, but should be linked to overall corporate performance. The compensation committee should report and comment in the proxy circular on the diverse elements of the company's compensation practices, including the processes used to establish appropriate compensation packages for the senior executives, the portion and type of compensation affected by performance and the short versus long-term incentives. The proxy circular should also benchmark the company's compensation practices and programs against a carefully selected peer group and provide adequate rationale in respect to peer group changes.

Proxy Voting Principles

When assessing management compensation, we consider a wide range of factors, including:

- **Pay-for-Performance:** A portion of compensation packages should be linked to the company's results and achievement of meaningful and long-term corporate financial and non-financial objectives, aligned with the company's strategy. This includes relevant qualitative goals that contribute to long-term value, such as customer satisfaction, product quality, or health and safety record. Performance targets should be established at the beginning of the evaluation period and should not be lowered except in very unusual circumstances. If the board decides to lower goals or targets, it should provide shareholders with the reasons for that decision.
- **Pay Quantum:** Base salaries and bonuses should be at a reasonable level relative to an appropriate peer group. In addition, CEO pay should be reasonable relative to that of other executive officers. We will also consider the level of executive compensation relative to peers.
- **Severance Payments:** We will consider the amount of severance payments relative to an executive's annual base salary plus annual bonus, taking into account local market practices. Furthermore, severance should not be paid to executives who are dismissed for cause.
- **Golden Parachutes:** Executives may receive special severance packages, sometimes called "golden parachutes" if they lose their jobs as the result of a change in control. We believe such payments are appropriate if:
 - the triggering mechanism is not under the control of management;
 - we deem the amount to be reasonable and not excessive, compared to an executive's annual base salary plus annual bonus, taking into account local market practices;
 - the payments are double-triggered, that is, they: i) occur after a change in control; and ii) result in the termination of the executive. Change in control should be defined as a material change in the company's ownership structure, being at least 50% of shares changing ownership; and
 - they do not result in companies paying executives additional amounts to cover the taxes on their compensation ("tax gross-ups"). We believe it is the responsibility of executives to pay their own taxes.
- **One-Off Payments:** Off-cycle or one-off payments should be underpinned by sound business reasons. Examples of such payments include payments granted for the purposes of retention, sign-on or the successful completion of a transaction. We expect companies to fully disclose these payments as well as the reasons for these payments.
- **Clawback (Recoupment) Policy:** Companies should adopt formal recoupment policies where an executive's fraud, misconduct, or negligence significantly contributed to a restatement of financial results that led to the awarding of unearned incentive compensation.

Advisory Vote on Management Compensation

We support advisory votes on compensation, because they give shareholders the opportunity to express their satisfaction with a company's approach to executive compensation. Unless a company has provided sufficient justification for less frequent votes, boards of directors should voluntarily submit at each annual meeting an advisory resolution on the company's report on executive compensation. We also encourage companies to develop meaningful practices to increase engagement with all of their shareholders on this issue.

Where companies are required to hold or have voluntarily adopted an advisory vote on executive compensation policies, we will evaluate the company's approach on a case-by-case basis to ensure that their policies ensure fair compensation linked to overall corporate performance, taking into account the factors set out above.

Equity Compensation Plans

We will examine equity compensation plans on a case-by-case basis to ensure that the interests of the senior executives and of the shareholders are aligned. We believe that a board of directors should not have broad discretion in setting the terms and conditions of equity compensation plans. The terms and conditions of all equity compensation plans should be approved by the shareholders before initial implementation and before any amendment takes effect.

We support employees having the opportunity to acquire shares on favourable terms in the company they work for. Employee stock purchase plans align employee interests with creating value for shareholders. Where their share ownership is subsidized by the existing shareholders, employees should be required to hold shares purchased for an appropriate period. Although we encourage employee share ownership, we believe that a company should not make loans to employees to allow them to pay for equity incentives or to purchase shares.

For omnibus equity compensation plans that allow companies to make various types of awards, we expect dilution limits to be set per award type and each component to comply with our Principles.

We expect equity compensation plans to be structured around the following principles:

- **Performance:** Allocation and vesting of equity incentives should be linked to quantifiable individual and corporate performance measures relevant to the success of the company;
- **Price:** Equity incentives should not be issued at a discount to the current market value and ideally should rely upon a reasonable pre-determined formula based on the weighted average trading price for a reasonable period of time prior to the grant;
- **Re-pricing:** Re-pricing of options and other equity incentives should require shareholder approval and should not be at the discretion of the board of directors;
- **Dilution:** Potential dilution of all equity compensation plans should be within acceptable industry standards; and
- **Pay for performance:** Equity compensation plans should not be a vehicle for poor pay practices not linked to overall corporate performance.

6. Fostering an efficient capital structure

Companies should have an efficient capital structure that will minimize the long-term cost of capital. All changes to the capital structure of a company should be fair and completed with a view of supporting growth, increasing shareholder value or for other sound business reasons. Changes to capital structure include an increase in authorized shares, issuance of shares under private placements or pre-emptive rights as well as share buy-backs.

Increase in Authorized Shares and Share Issuances

We recognize that boards of directors need the flexibility to issue shares to address a company's financial needs. We will generally support proposals for the authorization of additional shares provided the company has demonstrated that the amount requested is necessary for sound business reasons.

We will review specific transactions where shares are issued such as private placements on a case-by-case basis, taking into account the number of shares issued and made issuable, the price at which the shares are issued relative to the market price, the use of proceeds and the participation of insiders, among others.

We believe that shareholders should approve the rights and attributes attached to preferred shares prior to their issuance. We therefore will not support the creation of blank-cheque preferred shares as it provides the board of

Proxy Voting Principles

directors with broad discretion to determine the voting, dividend, conversion, and other rights and attributes that may be detrimental to common shareholders.

Pre-emptive Rights

Outside of North America, companies often provide pre-emptive rights to their shareholders, allowing them to proportionally participate in any new issuances of shares in the same class as they already own. Pre-emptive rights make share issuances less dilutive for existing shareholders. We generally support pre-emptive rights and will consider the standards of the jurisdiction in which the company is located in our assessment.

Share Buybacks or Repurchases

Share buybacks allow shareholders to sell their shares back to the company based on market price. While they tend to benefit shareholders in the short-term, repurchases may have undesirable consequences as companies spending substantial amounts of money to repurchase their shares are not using those funds to improve the company's performance in the long-term. We believe that, where approval is being sought, companies should ask permission to purchase a maximum specific percentage over a reasonable period of time (12 to 24 months) of their outstanding shares, and that those limits should be reasonable (typically 10%), taking into account local market practices.

7. Mergers, acquisitions and takeover protection: opportunity to maximize shareholder value

Proposed mergers, acquisitions and corporate restructurings have important impacts on shareholder value. Such transactions as well as any takeover protection measures should be structured to maximize shareholder value without compromising the rights of shareholders.

Mergers, Acquisitions and Corporate Restructurings

We will evaluate mergers, acquisitions and corporate restructurings based on factors such as valuation assessments with emphasis on offer premium, strategic rationale, negotiation process, conflicts of interest, reliance on financial and legal advisors, availability of independent valuation information, fairness opinions as well as changes in corporate governance and their impact on shareholder rights.

Takeover Protection

We will evaluate takeover protection proposals, policies and plans on a case-by-case basis.

While takeover protection mechanisms such as shareholder rights plans may serve the legitimate purposes of ensuring fair and equal treatment of shareholders in a takeover and providing boards of directors with more time to negotiate a better deal or to solicit competing bids, they can also thwart takeover attempts that would benefit shareholders. Takeover protection proposals should be designed to protect the company from detrimental takeovers, rather than protecting the interests of the board and management.

Proxy Voting Principles

Shareholder rights plans as well as other structures or transactions that act as defensive tactics or anti-takeover mechanisms should be put to a binding shareholder vote where only non-conflicted shareholders are entitled to vote. Shareholder rights plans should be time limited and put periodically to shareholders for re-approval.

Reincorporation

We will consider reincorporation proposals in light of the company's financial or business reasons as well the comparative shareholders rights of the current and proposed jurisdictions.

8. Protecting the independence and integrity of auditors

External auditors play an important role in verifying the integrity of a company's financial reporting to ensure that information ultimately provided to shareholders is free from material misstatements and presented fairly in all material respects. As such, we place great importance on the quality and independence of the external auditors.

Auditor appointments, compensation and integrity

Auditor appointments should be recommended by an audit committee of the board of directors comprised solely of independent and financially literate directors. Auditors should be free from conflicts of interest and act with integrity, exercising objectivity and professional skepticism.

We understand that, from time to time, companies hire their external auditors to provide them with tax advice or other services. We believe that compensation level of auditors should be such as not to compromise their independence or create real or perceived conflicts of interests. As such, we will generally find that auditor independence is compromised where non-audit fees for any given fiscal year constitute more than 50% of total fees paid to auditors.

We also expect companies to disclose all their material relationships with their auditors and all fees paid to their auditors.

9. Responsible investing: promoting long-term performance

Our approach to proxy voting seeks to be consistent with our Responsible Investment Policy. We will always take into consideration the principles set forth in our Responsible Investment Policy when addressing environmental, social and governance ("ESG") issues that we may be requested to vote on from time to time.

Proxy votes on environmental and social issues differ from those on corporate governance issues in several ways. First, proposals on environmental and social issues are typically made by shareholders rather than by management. Second, the range of possible issues within corporate social and environmental responsibility is vast and much larger than the range of topics related to corporate governance. This makes it virtually impossible to anticipate and devise a principle for all of the possible proposals that could be presented on a given proxy ballot. Nevertheless, below we provide a sample of how we may consider certain environmental and social issues.

Proxy Voting Principles

The environmental and social performance of companies may have a material influence on investment risks and returns. As a long-term investor, we proactively address risks and opportunities as part of our investment strategy. We believe that disclosure is the key that allows investors to better understand, evaluate and assess potential risks and returns, including the potential impact of ESG factors on a company's performance. This disclosure may be included in sustainability reports with other information on the company's environmental and social performance. Sustainability reports should be made in the normal course of reporting to shareholders. We encourage companies to integrate information on their environmental and social performance into their annual reports and financial filings and to use recognized reporting standards.

Environmental Issues

The environmental performance of companies is often assessed based on the impact of their activities on the environment and the practices adopted to limit this impact. We therefore support proposals seeking disclosure on material environmental information such as carbon emissions, energy and natural resource use and waste and pollution management.

Furthermore, we support the recommendations of the Financial Stability Board's Task Force on Climate-related Financial Disclosures ("TCFD"). We believe that climate change is one of several long-term structural trends that will likely have a material impact on investment risks and returns, across different sectors geographies and asset classes. The TCFD's recommendations serve to encourage organizations to evaluate and disclose, as part of their annual financial filing preparation and reporting processes, the climate-related risks and opportunities that are most pertinent to their business activities.

Social Issues

We encourage companies to adopt appropriate standards and as a minimum to support labour rights in all of their operations. Workplace practices, especially those which reduce work-related injuries may positively impact a company's performance and competitiveness.

Conducting business in a country with a weak human rights record can present a company with operational challenges, lawsuits, boycotts or divestment campaigns, and damage to its reputation, even if the company tries to distance itself from the human rights abuses.

Companies must also ensure that they maintain their "social license to operate", gaining the support of communities who may be affected by their activities. This may include the free, prior, and informed consent of indigenous peoples. Companies that proceed with projects without obtaining and maintaining local consent may face protests, sabotage, boycotts, negative publicity, which may negatively impact their performance.

We discourage companies from making political contributions, in order to prevent the appearance of a quid pro quo and possible scandal if politicians or governments adopt policies favourable to the company. If companies choose to make political contributions or engage in direct or indirect political activities, they should be fully transparent about their actions.

Although most often unintentionally, some products may prove to be dangerous to customers, becoming a potential liability to shareholders. Manufacturing activity is also often conducted through subcontracting, rather than at facilities owned directly by a company. This increases the possibility that a company's products are manufactured in conditions that violate international standards.

Companies should also monitor their supply chains and insist on operating practices that conform to international standards as a condition for awarding contracts.

10. Review

These Principles will be reviewed every two years or more frequently if needed.

11. We are listening

We welcome feedback and suggestions from the companies in which we invest on ways to improve our Principles and invite companies to communicate with us in advance of a proxy vote should they have matters that they would like to bring to our attention at responsibleinvestment@investpsp.ca.