

## I- Proxy Voting Policy

Atlas Asset Management Limited (AAML) as the management company will exercise voting responsibilities for the investments of the Funds in the best of interest of Funds/Unit holders/Participants.

This policy defines the principles that form the basis of all votes exercised by the AAML. When voting proxies, the AAMLC shall take utmost care to ensure that all decisions are made solely in the interests of the Funds/Unitholders/Participants and with the goal of maximizing the value of their investments. However, the AAMLC, at no point in time intends to attain the management control of the investee company.

### Authority and responsibility for voting proxies

- i. All rights of voting attached to any Deposited Property shall be exercisable by the Management Company on behalf of the Trustee and it shall be entitled to exercise the said rights in what it may consider to be the best interests of the Funds/ Unitholders/Participants and may refrain at its own discretion from the exercise of any voting rights and the Trustee or the Unitholders/Participants shall not have any right to interfere or object.
- ii. The Trustee shall upon written request by the Management Company, at the expense of the Fund, from time to time execute and deliver or cause to be executed or delivered to the Management Company or their nominees powers of attorneys or proxies authorizing such attorneys and proxies to vote consent or otherwise act in respect of any Investment in such form and in favor of such persons as the Management Company may require in writing.
- iii. The phrase “rights of voting” or the word “vote” used in this sub-clause shall be deemed to include not only a vote at a meeting but the right to elect or appoint directors, any consent to or approval of any arrangement scheme or resolution or any alteration in or abandonment of any rights attaching to any Investment and the right to requisition or join in a requisition to convene any meeting or to give notice of any resolution or to circulate any statement.
- iv. The Trustee shall forward to the Management Company in a timely manner all notices of meetings and all reports and circulars received by the Trustee as the registered holder of any Investment.

### Voting Procedures

The Management encourage to attend all General Meetings represented by its employees(s) who has no affiliation with Investee Companies. This is mandatory that.

- i. The Management Company ensure attendance and exercise voting rights, at the General Meetings of listed companies wherein one or more CIS under the Management Company, individually or collectively, hold at least 5% of shareholding;
- ii. The Management Company ensure attendance and exercise voting rights, at the General Meetings for all matters categorized as special business in the investee companies, irrespective of the holding size;

### Proxy Proposal Evaluation

The internal participants to be consulted in evaluation of a proxy proposal shall be the Investment Committee. The committee shall at all times have the discretion to decide to exercise a vote for, against or abstain from it.

AAML may be unable to vote a proxy, or may chose not to vote a proxy, such as where:

- a meeting notice was received too late; and
- the Fund(s) held shares on the record date but has sold them prior to the meeting date.

### **Voting Policy Guidelines**

The following guidelines reflect what the AMC believes in good corporate governance and behavior:

**A. Election of Directors.** The AMC would generally support proposals that strengthen the independence of Board of Directors. Will encourage to have a balance of executive and non –executive directors, including independent directors and those representing minority interests. However, each such proposal shall be evaluated on a case-by-case basis.

**B. Corporate Governance.** The AMC will review corporate governance related matters on case –by- case basis to in an efforts to ensure that such proposals are in the interest of the shareholders. The AMC will also review the statement of compliance with the best practice of corporate governance. The AMC will generally support management's proposals.

**C. Appointment of Auditors.** AAML will generally support the re-election of external or statutory auditors unless there are concerns about their independence or commitment to protecting shareholder interests. The company is in the best position to choose its accounting firm, and we generally support management's recommendation.

**D. Changes to Legal and capital structure,** (including increases or decreases of capital) The proposals for approval to alter the capital structure of the company, such as an increase in authorized capital will generally be supported. Including TFC/Sukuk related matters. However, each proposal shall be evaluated on a case-by-case basis, to determine whether the proposed changes are in the best interest of the shareholders.

**E. Corporate restructuring and Mergers and Acquisitions.** (Including changes in the state of incorporation, merger and other corporate restructuring) Mergers and acquisitions and corporate restructuring proposals will be subject to appropriate review on a case-by-case basis to determine whether they would be beneficial to shareholders' interest.

There may be circumstances where the AMC believes it is in the best interests of a Fund to vote differently than the manner contemplated by the Guidelines. The ultimate decision as to the manner in which the AMC's representatives/proxies will vote rests with the Investment Committee.

### **Conflict of interest**

All decisions pertaining to votes will be taken in the best interest of the Funds/Units holders/Participants. The AMC is an affiliate of a large, diverse group with many associates and makes its best efforts to avoid conflicts of interest. AAML recognizes that there may be a potential conflict of interest when it votes on an entity with which AAML may have some relationship.

### **Disclosure of Conflicts**

When considering a proxy proposal, members of the Investment Committee or investment professionals involved in the decision-making process must disclose to the Investment Committee any potential conflict (including personal relationships) of which they are aware and any substantive contact that they have had with any interested outside party regarding the proposal. If a member of the Investment Committee has a

conflict of interest, he or she must also remove himself or herself from the decision-making process.

### **Record Keeping**

Record of actual exercise of votes in the meeting i.e. for/against/abstain on the management's proposals will be maintained by the Secretary Investment Committee. The details of the votes in the prescribed format will be disclosed annually in accordance with the requirements of NBFC and NE Regulations and guidelines issued from time to time.

The AMC at a minimum shall maintain the following records in relation to proxy voting:

	Name of Issuer	Name of Beneficial Owner	Number of Shares Held by CIS	Date of Proxy Vote	Resolution	For	Against	Abstain*	Result
<b>Number</b>									
<b>(% ages )</b>									

\*Reasons for abstaining shall be disclosed.

The Chief Compliance Officer (by whatever name called) will monitor proxy voting procedure and ensure that proper record has been kept.

### **Disclosure of Proxy Voting and other matters associated with such disclosures**

This policy will be uploaded on the website of Atlas Asset Management ([www.atlasfunds.com.pk](http://www.atlasfunds.com.pk)).

Further periodical disclosures pertaining to the exercise of votes cast will be made available on the request to the Unitholders/ Participant, without any charge.

In terms of NBFC and NE Regulations 2008, the AMC shall annually disclose in the annual report of the CIS, in such format as may be prescribed by SECP from time to time.