

# CORPORATE ACTIONS AND VOTING POLICY

Ventura Investment Management  
Ltd

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## 1. PURPOSE

This policy describes how Ventura Investment Management Ltd (Ventura), as the Responsible Entity (RE) of registered managed investment schemes (including an IDPS-like scheme and separately managed accounts scheme) and an IDPS Operator treats a range of corporate actions including voting, applicable to securities held through the products.

The objective of this policy is to provide:

- (a) Transparency to investors about their ability to participate in voting or other corporate actions affecting investments held; and
- (b) An understanding of the way that corporate actions in relation to securities held by investors are treated and the impact on individual investor accounts.

## 2. BACKGROUND

- (a) Ventura is the holder of an AFSL number 253045 which permits it to operate the IDPS, IDPS-like schemes and separately managed accounts (SMAs).
- (b) Ventura is the operator of the IconiQ Investment (an IDPS) in accordance with its deed poll established on 29 July 2024, as amended.
- (c) Ventura is the Responsible Entity of the Ventura Management Account Portfolios ARSN 601 085 410, an IDPS-like scheme.
- (d) Ventura is the Responsible Entity of the IconiQ SMA ARSN 669 893 707, a registered managed investment scheme being separately managed accounts.
- (e) Under the Corporations Act, Ventura is required to operate the IDPS and the IDPS-like scheme in accordance with various ASIC Class Orders and ASIC regulatory guides (as updated from time to time).
- (f) The ASIC Class Orders effectively insert an additional section in the Corporations Act which apply to Ventura as the operator of the IDPS and the IDPS-like scheme.
- (g) That section requires that, as operator of the IDPS and RE of the IDPS-like scheme, Ventura have in place a Voting Policy in relation to the IDPS and IDPS-like scheme it operates and that Ventura administer that Voting Policy.
- (h) This Policy has been established by the Ventura Board to comply with the ASIC Class Orders.

## 3. APPLICATION OF THIS POLICY

This Policy applies in relation to the exercise of voting rights and other corporate actions attaching to investments held by investors through the products offered by Ventura.

## 4. KEY PRINCIPLES

Ventura recognises that corporate actions provide valuable rights that should be managed and exercised in the best interests of investors as a whole.

Ventura has an obligation to, and will, act in the interests of investors as a whole at scheme level and will not act on the instructions of individual investors in relation to corporate actions.

As the products offered by Ventura operate subject to a custodial holdings structure in each case, Ventura will adopt a neutral position and abstain from voting on company or scheme resolutions and will not allow individual investors to exercise voting rights in relation to securities held by them.

## **5. CORPORATE ACTIONS POLICY**

### **5.1 Policy Background**

The IDPS operated by Ventura and other schemes offered by Ventura allow for investments in a variety of professionally managed portfolios of securities. These securities may include shares in companies, exchange traded funds and units in managed funds that may have voting rights attached to them. These investments are held by an appointed custodian, on behalf of investors.

Whilst individual investors retain the beneficial interest in the investment options of their own portfolio, investors are not the registered owner of any of the investments in their portfolio, and cannot participate in meetings of investors, nor have any voting rights.

Disclosure has been provided within the relevant product disclosure statement for the schemes and the IDPS Guide for the IDPS, and application forms to inform investors and their authorised representative of restrictions in this regard. By signing the application form, investors are taken to have accepted the consumer warnings provided, acknowledging voting rights will not be available to them when investing through any product offered by Ventura.

### **5.2 Receipt of Communications**

Ventura, through its external custodians will receive all communications relating to corporate actions affecting individual securities held in investor accounts.

Corporate actions notifications may be provided to the relevant model managers through the Administrator's model management interface or the IDPS interface.

Corporate actions notifications will not be provided to individual investors.

### **5.3 Voting**

Ventura will act in the best interests of investors as a whole and will consider whether it is in the best interests of investors to vote on company or scheme resolutions. To satisfy the collective interests of investors within a custodial holdings structure or IDPS, Ventura will generally adopt a neutral or impartial position and will not vote at meetings of holders of securities.

Ventura may exercise its discretion to vote in certain or exceptional circumstances. Where Ventura exercises its discretion to vote, any vote will reflect the interests of the scheme as a whole, without regard to any single investor's circumstances.

Ventura will not accept instructions from investors to vote on company or scheme resolutions.

### **5.4 Receipt of dividends and dividend reinvestment plans**

Ventura will generally elect to receive dividends and distributions in cash, which will be credited to the cash holding component of each individual investor's account.

## 5.5 Model manager discretions

Ventura expects model managers to act on corporate actions in order to achieve stronger investment outcomes over the long term. Ventura may accept instructions from a model manager in relation to corporate actions other than proxy voting.

## 6. ROLES AND RESPONSIBILITIES

The following table sets out the roles and responsibilities for those involved in managing this Policy:

Role	Responsibilities
Ventura Management	Ensure this document is current and compliant with relevant regulation and that it reflects product rules or business changes as they occur.  Review this policy and submit updates of the policy to Ventura Board.
Ventura Investment Management Ltd Board in its capacity as Responsible Entity and IDPS Operator (Ventura Board)	Approve the initial version of this Policy and subsequent updates to the Policy.
Policy Owner	Make recommendations on updates to the Ventura Board.

## 7. POLICY MUST BE MADE AVAILABLE

This Policy must be made available to any investor free of charge on request. Ventura will make this Policy available to Members on its website.

Ventura reserves the right to update this Policy at any frequency it deems necessary and recommends that Investors review the latest Policy prior to making a request of Ventura.