John Hancock Trust Company Proxy Voting Policy

From time to time, John Hancock Trust Company ("JHTC") may vote proxies with respect to securities held in its various collective investment trusts. To the extent JHTC votes proxies on behalf of a collective investment trust, it shall vote in a manner consistent with the following policies and principles, barring any facts or circumstances that it believes would suggest a contrary vote to be in the best interests of the trust. JHTC may, subject to its fiduciary duties, delegate certain proxy voting responsibilities to affiliates or third-party service providers who shall act in a manner consistent with this proxy voting policy.

Statement of policy

- The right to vote is a basic component of share ownership and is an important control mechanism to ensure that a company is managed in the best interests of its shareholders. JHTC has a fiduciary duty to exercise voting rights prudently.

- JHTC will seek to ensure proxies are received and voted in the best interests of the client with a view to maximize the economic value of their investments unless it determines that it is in the best interests of the client to refrain from voting a given proxy.

- If there is any potential material proxy-related conflict of interest between JHTC and its clients, we will make a determination in the best interests of the client.

- JHTC will maintain certain records relating to proxy voting and make information available to collective investment trust clients regarding votes exercised.

JHTC voting principles

JHTC believes that strong management of all forms of corporate capital, whether financial, social, or environmental will mitigate risks, create opportunities, and drive value over the long term. JHTC reviews and considers environmental, social, and corporate governance risks and opportunities in our investment decisions. Once invested, JHTC continues our oversight through active ownership, which includes portfolio company engagement and proxy voting of underlying shares. We believe proxy voting is a vital component of this continued oversight as it provides a voice for minority shareholders regarding management actions.

JHTC has developed some key principles that generally drive our proxy voting decisions and engagements. We believe these principles preserve value and generally lead to outcomes that drive positive company performance. The facts and circumstances of each company are unique, and JHTC may deviate from these principles where we believe doing so will preserve or create value over the long term. These principles also do not address the specific content of all proposals voted around the globe, but provide a general lens of value preservation, value creation, risk management, and protection of shareholder rights through which JHTC analyzes all voting matters.

I. **Boards and directors:** JHTC generally uses the following principles to review proposals covering director elections and board structure in the belief that they encourage engaged and accountable leadership of a company.

a. **Board independence:** The most effective boards are composed of directors with a diverse skill set that can provide an objective view of the business, oversee management, and make decisions in the best interest of the shareholder body at large. To create and preserve this voice, boards should have a significant number of non-executive, independent directors. The actual number of independent directors can vary by market and JHTC accounts for these differences when reviewing the independence of the board. Ideally, however, there is an independent majority among directors at a given company.

b. **Committee independence:** JHTC also prefers that key board committees are well represented by independent directors.

c. **Attendance:** A core part of a director's duties is to remain an engaged and productive participant at board and committee meetings. Directors should, therefore, attend at least 75% of board and committee meetings in the aggregate over the course of a calendar year.

d. **Diversity:** In line with the principles expressed in relation to board independence above, JHTC believes boards with strong gender representation are better equipped to manage risks and oversee business resilience over the long term compared to companies with low gender balance. JHTC generally encourages companies to aspire to a higher balance of gender representation globally. We also generally encourage boards to achieve racial and ethnic diversity among their members.

e. **Classified/staggered boards:** JHTC prefers that directors be subject to election and reelection on an annual basis. Annual elections operate to hold directors accountable for their actions in a given year in a timely manner. Shareholders should have the ability to voice concerns through a director vote and to potentially remove problematic directors if necessary. JHTC generally opposes the creation of classified or staggered director election cycles designed to extend director terms beyond one year. JHTC also generally supports proposals to eliminate these structures.

f. **Independent chair/CEO:** Governance failures can occur where a manager has company control over a board through the combination of the chair/CEO roles. JHTC generally supports the separation of the chair/CEO roles as a means to prevent board capture by management. We may evaluate proposals to separate the chair/CEO roles on a case-bycase basis, for example, however, considering such factors as the establishment of a strong lead independent director role or the temporary need for the combination of the CEO/chair roles to help the company through a leadership transition.

g. **Vote standard:** JHTC generally supports a vote standard that allows resolutions to pass, or fail, based on a majority voting standard. JHTC generally expects companies to adopt a majority vote standard for director elections and supports the elimination of a plurality vote standard except in the case of contested elections.

h. **Contested elections:** Where there is a proxy contest or a director's election is otherwise contested, JHTC evaluates the proposals on a case-by-case basis. Consideration is given to company performance, whether there have been significant failures of oversight and whether the proponent for change makes a compelling case that board turnover will drive company value.

i. **Proliferation of Differential Voting Rights:** JHTC may vote against certain directors where the company maintains a stock structure with differential voting rights across classes of shares.

j. **Significant and problematic actions or omissions:** JHTC believes boards should be held accountable to shareholders in instances where there is a significant failure of oversight that has led to a loss of company value, transparency failure or otherwise curtailed shareholder rights. JHTC generally considers withholding from, or voting against, certain directors in these situations. Some examples of actions that might warrant a vote against directors include, but are not limited to, the following:

- **Failure of oversight:** JHTC may take action against directors where there has been a significant negative event leading to a loss of shareholder value and stakeholder confidence. A failure may manifest itself in multiple ways, including adverse auditor opinions, material misstatements, failures of leadership and governance, failure to manage corporate governance and sustainability risks, environmental or human rights violations, and poor sustainability reporting.

- **Adoption of anti-takeover mechanism:** Boards should generally review takeover offers independently and objectively in consideration of the potential value created or lost for shareholders. JHTC generally holds boards accountable when they create or prolong certain mechanisms, bylaws or article amendments that act to frustrate genuine offers that may lead to value creation for shareholders. These can include poison pills; classes of shares with differential voting rights; classified, or staggered, board structures; and unilateral bylaw amendments and supermajority voting provisions.

- **Problematic executive compensation practices:** JHTC encourages companies to adopt best practices for executive compensation in the markets in which they operate. Generally, this means that pay should be aligned with performance. JHTC may hold directors accountable where this alignment is not robust. We may also hold boards accountable where they have not adequately responded to shareholder votes against a previous proposal on remuneration or have adopted problematic agreements or practices (e.g., golden parachutes, repricing of options).

- **Bylaw/article adoption and amendments:** Shareholders should have the ability to vote on any change to company articles or bylaws that will materially change their rights as shareholders. Any amendments should require only a majority of votes to pass.

- **Engagement responsiveness:** JHTC regularly engages with companies to discuss corporate governance and sustainability risks and opportunities and may request changes from companies during these discussions. JHTC may vote against certain directors where we have engaged with a company and requested certain changes, but the company has not made sufficient progress on those matters.

II. **Environmental and social proposals:** JHTC expects its portfolio companies to manage material environmental and social issues affecting their businesses, whether risks or opportunities, with a view towards long-term value preservation and creation. JHTC expects companies to identify material environmental and social risks and opportunities specific to their businesses, to develop strategies to manage those matters, and to provide meaningful, substantive reporting while demonstrating progress year over year against their management plans. Proposals touching on management of risks and opportunities related to environmental and social issues are often put forth as shareholder proposals but can be proposed by management as well.

a. **Evaluating shareholder proposals:** JHTC generally supports shareholder proposals that request greater transparency regarding material environmental and social risks and opportunities. When evaluating shareholders proposals, JHTC may consider:

- **The magnitude of the risk/opportunity:** JHTC evaluates the level of materiality of a certain environmental or social issue identified in a proposal as it pertains to the company's ability to generate value over the long term.

- **The company's current management of the risk/opportunity:** JHTC analyzes a company's current approach to an issue to determine whether the company has robust plans, infrastructure, and reporting to mitigate the risk or embrace the opportunity.

- **The company's current disclosure framework:** JHTC expects companies to disclose enough information for shareholders to assess the company's management of environmental and social risks and opportunities material to the business. JHTC may support proposals calling for enhanced company disclosure regarding environmental and social issues where additional information would help our evaluation of a company's exposure, and response, to those factors.

- **Cost to, or disruption of, the business:** When reviewing environmental and social proposals, JHTC assesses the potential cost of the requested action against the benefit provided to the company and its shareholders. Particular attention is paid to proposals that request actions that are overly prescriptive on management or that request a company exit markets or operations that are essential to its business.

- **Management Advisory Votes on Climate:** As to companies putting forward advisory proposals on climate on which shareholders may vote, JHTC reviews these proposals as they arise on a case-by-case basis considering the general strength of a company's climate strategy.

III. **Shareholder rights:** JHTC generally supports management or shareholder proposals that protect, or improve, shareholder rights and opposes proposals that remove, or curtail, existing rights.

a. **Shareholder rights plans (poison pills):** JHTC generally opposes mechanisms intended to frustrate genuine takeover offers. JHTC may, however, support shareholder rights plans where the plan has a trigger of 20% ownership or more and will expire in three years or less. In conjunction with these requirements, JHTC evaluates the company's strategic rationale for adopting the poison pill.

b. **Supermajority voting:** Shareholders should have the ability to direct change at a company based on a majority vote. JHTC generally opposes the creation, or continuation, of any bylaw, charter, or article provisions that require approval of more than a majority of shareholders for amendment of those documents. JHTC may consider supporting such a standard where the supermajority requirement is intended to protect minority shareholders.

c. **Proxy access:** JHTC believes that shareholders have a right to appoint representatives to the board that best protect their interests. The power to propose nominees without holding a proxy contest is a way to protect that right and is potentially less costly to management and shareholders. Accordingly, JHTC generally supports creation of a proxy access right (or similar power at non-U.S. companies) provided there are reasonable thresholds of ownership and a reasonable number of shareholders can aggregate ownership to meet those thresholds.

d. **Written consent:** Written consent provides shareholders the power to formally demand board action outside of the context of an annual general meeting. Shareholders can use written consent as a nimble method of holding boards accountable. JHTC generally supports the right of written consent so long as that right is reasonably tailored to reflect the will of a majority of shareholders. JHTC may not support such a right, however, where there is a holder with a significant, or controlling, stake. JHTC evaluates the substance of any written actual consent proposal in line with these principles.

e. **Right to call a special meeting:** JHTC is generally supportive of the shareholder right to call a special meeting. This right allows shareholders to quickly respond to events that can significantly affect company value. JHTC believes that a 10% ownership threshold to call a special meeting reasonably protects this shareholder right while reducing the possibility of undue distraction for management.

IV. **Executive compensation:** JHTC encourages companies to align executive incentives with shareholder interests when designing executive compensation plans. Companies should provide shareholders with transparent, comprehensive, and substantive disclosure regarding executive compensation that aids shareholder assessment of the alignment between executive pay and company performance. Companies should also have the flexibility to design remuneration programs that fit a company's business model, business sector and industry, and overall corporate strategy. No one template of executive remuneration can fit all companies.

a. **Advisory votes on executive compensation:** While acknowledging that there is no singular model for executive compensation, JHTC closely scrutinizes companies that have certain concerning practices which may include:

i. **Misalignment between pay and company performance:** Pay should generally move in tandem with corporate performance. Companies where CEO pay remains flat, or increases, though corporate performance remains down relative to peers, are particularly concerning.

ii. **One-time grants:** A company's one-time grant to an executive, outside of the normal salary, bonus and long-term award structure, may be indicative of an overall failure of the board to design an effective remuneration plan. A company should have a robust justification for making grants outside of the normal remuneration framework.

iii. **Significant quantity of nonperformance-based pay:** Executive pay should generally be weighted more heavily toward performance-based remuneration to create the alignment between pay and performance. Companies should provide a robust explanation for any significant awards made that vest solely based on time or are not otherwise tied to performance.

iv. **Lack of rigor in performance targets:** Performance targets should challenge managers to improve corporate performance and outperform peers. Targets should, where applicable, generally align with, or even outpace, guidance; incentivize outperformance against a peer group; and otherwise remain challenging.

v. **Lack of disclosure:** Transparency is essential to shareholder analysis and understanding of executive remuneration at a company. JHTC expects companies to clearly disclose all major components of remuneration. This includes disclosure of amounts, performance metrics and targets, vesting terms, and pay outcomes.

vi. **Repricing of options:** Resetting the exercise price of outstanding options significantly undermines the incentive nature of the initial option grant. Though a company may have a strong justification for repricing options, JHTC believes that companies should put such decisions to a shareholder vote. JHTC may generally oppose an advisory vote on executive compensation where a company has repriced outstanding options for executives without that shareholder approval.

vii. **Adoption of problematic severance agreements (golden parachutes):** JHTC believes managers should be incentivized to pursue and complete transactions that may benefit shareholders. Severance agreements, if structured appropriately, can provide such inducements. At the same time, however, the significant payment associated with severance agreements could potentially drive managers to pursue transactions at the expense of shareholder value. JHTC may generally oppose an executive remuneration proposal where a company has adopted, or amended, an agreement with an executive that contains an excise tax gross-up provision, permits accelerated vesting of equity upon a change-incontrol, allows an executive to unilaterally trigger the severance payment, or pays out in an amount greater than 300% of salary and bonus combined.

V. **Capital structure:** JHTC believes companies should balance the need to raise capital and encourage investment with the rights and interests of the existing shareholder body. Evaluation of proposals to issue shares, repurchase shares, conduct stock splits, or otherwise restructure capital, is conducted on a case-by-case basis with some specific requests covered here:

a. **Common stock authorization:** Requests to increase the pool of shares authorized for issuance are evaluated on a case-by-case basis with consideration given to the size of the current pool, recent use of authorized shares by management, and the company rationale for the proposed increase. JHTC also generally supports these increases where the company intends to execute a split of shares or pay a stock dividend.

b. **Reverse stock splits:** JHTC generally supports proposals for a reverse stock split if the company plans to proportionately reduce the number of shares authorized for issue in order to mitigate against the risk of excessive dilution to our holdings. We may also support these proposals in instances where the company needs to quickly raise capital in order to continue operations.

c. **Dual class voting structure:** Voting power should align with economic interest at a given company. JHTC generally opposes the creation of new classes of stock with differential voting rights and supports the elimination of these structures.

VI. **Corporate transactions and restructurings:** JHTC reviews mergers, acquisitions, restructurings, and reincorporations on a case-by-case basis through the lens of whether the transaction will create shareholder value. Considerations include fairness of the terms, valuation of the event, changes to management and leadership, realization of synergies and efficiencies, and whether the rationale for a strategic shift is compelling.

VII. **Cross shareholding:** Cross shareholding is a practice where companies purchase equity shares of business partners, customers, or suppliers in support of those relationships. JHTC generally discourages this practice as it locks up company capital that could be allotted to incomegenerating investments or otherwise returned to shareholders. JHTC will review cross shareholding practices at companies and we encourage companies to keep cross shareholdings below 20% of net assets.

VIII. **Audit-related issues:** JHTC believes that an effective auditor will remain independent and objective in its review of company reporting. Companies should be transparent regarding auditor fees and other services provided by an auditor that may create a conflict of interest. JHTC uses the below principles to guide voting decisions related to auditors.

a. **Auditor ratification**: JHTC generally approves the reappointment of the auditor absent evidence that they have either failed in their duties or appear to have a conflict that may not allow independent and objective review of a company.

b. **Auditor rotation:** If JHTC believes that the independence and objectivity of an auditor may be impaired at a company, we may support a proposal requesting a rotation of auditor. Reasons to support the rotation of the auditor can include a significant failure in the audit function and excessive tenure of the auditor at the company.