NEW HAMPSHIRE RETIREMENT SYSTEM



Investment Manual

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SECTION I

Investment Policy

New Hampshire Retirement System
Investment Policy
Amended by NHRS Board of Trustees on October 13, 2026

I. Introduction to the Investment Policy

The purpose of this Investment Policy is to:

A. Fulfill the Board's and IIC's statutory duty to oversee the investments of NHRS in accordance with the basic fiduciary responsibilities. These duties include:

- Managing the fund with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character with like objectives.

- Making all decisions solely in the interest of, and for the exclusive purpose of providing benefits to the members, retirees, and their beneficiaries.

- Defraying reasonable administrative expenses.

B. Set forth the investment policies the Board and IIC judge to be appropriate, prudent and, in consideration of the Systems' needs, to comply with current laws and to direct the investment of the System's assets.

C. Ensure appropriate flexibility within the investment process to allow for the System to participate in prudent investment opportunities while also establishing risk parameters within which the portfolio will operate.

D. Establish criteria to evaluate the System's investment performance.

E. Communicate investment policies, objectives, asset class guidelines, and performance criteria to the investment team, external investment managers/advisors, consultants, custodians, and all other interested parties.

F. Serve as a review document to guide ongoing oversight of the System's investments for compliance with the laws of New Hampshire.

II. Responsible Parties and Their Duties

Key parties that participate in the investment decision-making and oversight process for NHRS include the:

- Board of Trustees
- Independent Investment Committee (IIC)
- Investment Team (Team)
- Investment Consultants
- Investment Advisors
- Investment Managers
- Custodian Bank
- Proxy Voting Service Provider
- Investment Service Providers
- External Fund Counsel
- Internal Stakeholders:
    - Finance & Accounting
    - Legal
    - Information Technology
    - Communications

Board of Trustees:
The Board sets investment policy in accordance with applicable State and Federal laws, hires the investment consultant(s), and sets policy for establishing and modifying investment objectives. The Board also has responsibility to review quarterly and annual reports from the IIC.

Independent Investment Committee:
The IIC prepares for the Board's review and approval an investment policy statement, including investment objectives, an expected rate of return the System is attempting to earn, asset allocation targets and ranges, and identification of appropriate benchmarks. The IIC has the full power to hold, purchase, sell, assign, transfer, and dispose of any securities and investments, as well as the proceeds of such investments, in accordance with the policy set by the Board. The IIC has the responsibility to establish asset class guidelines and for selecting, monitoring, and terminating investment managers. The IIC is responsible for reporting to the Board on a quarterly and annual basis as directed by the statute.

Investment Team:
The NHRS Investment Team, led by the Chief Investment Officer (CIO), is responsible for implementation of the investment decisions made by the Board of Trustees and/or the IIC. In general, the responsibilities of the Investment Team include:

- Ensuring the asset allocation of the Fund is implemented in accordance with the policy approved by the Board, including rebalancing as necessary in accordance with the investment policy
- Monitoring policy and statutory compliance of the portfolio

- Assisting the IIC in developing investment policy recommendations to present to the Board for approval
- Monitoring investment managers and performing due diligence on new investment opportunities or managers as directed by the IIC
- Coordinating work with the investment consultant or any other investment-related service provider selected by the Board
- Conducting special research or analysis as directed by the Board, IIC, or CIO
- Ensuring the Board and IIC receive appropriate reporting regarding the investment portfolio

Investment Consultants:
The investment consultant will perform those services as described in its contract, either general consulting or specific asset class consulting. The investment consultant is hired by the Board and is expected to work cooperatively and collaboratively with the Board, the IIC, as well as the Investment Team.

In general, the investment consultant's responsibilities may include:

- Providing advice on total plan asset allocation, or specific asset class guidance
- Assisting the Board, IIC, and Team with decision-making
- Providing reviews of investment policy, asset class structure, and investment manager due diligence
- Calculating performance
- Reporting and analyzing performance of the total portfolio, asset classes, and individual investment managers
- Performing research as needed
- Providing investment education to the Board, IIC and team as requested
- Reporting quarterly to the Board on investment consultant contract fulfillment actions
- Reporting quarterly to the Board on recommendations made to the IIC and the status of their recommendations.

Investment Advisors:
The investment advisor will carry out the duties stipulated in their contractual agreements. Engaged by the Board, they are expected to actively cooperate and collaborate with the Investment Team, IIC, and the Board. The advisors may have full and complete discretion and authority with respect to the selection and management of investments in a specific asset class.

Broadly, the responsibilities of the investment advisors encompass:

- Assisting the Board, IIC and team with due diligence, selection, review, management and reporting.
- Providing strategic guidance to the IIC and Team on investment strategies, market trends, and economic developments as requested

- Ensuring all investments comply with legal and regulatory requirements and preparing detailed reports for stakeholders on the fund's financial health and performance.

Investment Managers:
The investment managers hired by the IIC have the duty to manage the assets allocated to them as fiduciaries and in accordance with the Investment Management Guidelines established for their accounts and their individual contracts. Investment managers must execute all transactions for the benefit of NHRS and update NHRS regarding any major changes to the portfolio management team, investment strategy, portfolio structure, ownership, organizational structure, or other changes relevant to the account.

Managers may also play a role in transition management, which includes the following responsibilities:

- Transition Planning: Develop transition strategies, including setting timelines and milestones.
- Execution Management: Oversee trade execution and coordinate with custodians, brokers, and other relevant parties.
- Risk Management and Compliance: Manage risks, ensure compliance, and oversee transition processes.
- Performance Monitoring: Track the transition's performance against benchmarks and objectives and provide regular updates.
- Providing guidance to investment office when executing asset class transition management.

Custodian Bank:
The duties of the custodian bank are set forth by their contract with NHRS.

In general, the custodian's responsibilities include:

- Safekeeping of NHRS assets
- Settling investment transactions and collecting income
- Preparing monthly and year-end accounting statements
- Serving as the "book of record" for investment transactions and valuations
- Properly recording and reporting investment activities, transactions, income, and valuations
- Calculating and reporting on gross and net investment performance as well as other investment analytics

When selecting the custodian bank, the IIC will use the current industry standards appropriate for evaluating the qualifications of a custodian bank.

Proxy Voting Service Provider:
The duties of the proxy voting service provider are set forth by their contract with NHRS.

In general, those responsibilities include:

- Voting proxies on behalf of NHRS per the Proxy Voting Policy
- Providing research reports
- Preparing monthly and year-end summaries
- Alerting the Investment Team to issues not covered by the NHRS Proxy Voting Policy
- Recommending revisions to the NHRS Proxy Voting Policy
- Assisting in revising the NHRS Proxy Voting Policy

Transparency / Monitoring Service Provider:
The duties of the Transparency and Monitoring Service Provider, as outlined in their contract with NHRS, include:

- Analyzing financial documentation: Identify and advise on any potential fee discrepancies between contracted Investment Managers and NHRS
- Detecting hidden fees and costs: Search for and analyze hidden fees or costs charged to funds or portfolio investments (e.g., double fee layers, placement agents) and assess any excessive high operating expenses
- Presenting findings: Report findings to NHRS and the respective managers.
- Negotiating resolutions: Work to resolve any identified issues
- Monitoring refunds and optimizations: Oversee the refund process and ensure optimization where applicable

External Fund Counsel:
The duties of external fund counsel, as outlined in their contract with NHRS, include but not limited to:

- Engagement and legal diligence for prospective contracts for fund investments and subscription to private fund mandates and commitments
- Review and assistance with negotiating private investments with external general partners and fund managers
- Representation and assistance in administrative, regulatory proceedings, or litigation related to investment matters
- Ongoing notification and education relevant to changes in the law and industry practices affecting investments

Internal Partners:
The duty of the internal NHRS partners, is to support and/or facilitate activities being performed by the Investment Team to fulfill fiduciary responsibilities to the beneficiaries. The internal partners are made up of the following teams:

Finance & Accounting:
- Cash Management and Financial Reporting
- Processing wires required to fund new investments and/or capital calls, pay service providers and vendors
- Maintaining log of Investment-related transactions
- Budget oversight ensuring the alignment of investment decisions with the fund's budgetary constraints and cash flow needs

Legal:
- Regulatory compliance: Ensure investment activities align with local, state, and federal laws
- Vendor contract review: Assess and approve agreements with external managers, custodians, and consultants
- Coordination with external fund counsel in the legal diligence of investment management agreements with external general partners and fund managers

Information Technology:
- Supporting the secure storage and accessibility of investment-related data systems
- Ensuring that software platforms for investment analytics, risk management, and accounting work seamlessly
- Overseeing the implementation process, ensuring the system is tested and seamlessly integrated

Communications:
- Stakeholder engagement: Facilitate communication between the Investment Team, board members and plan participants
- Policy dissemination: Ensure clarity and accessibility of the investment policy statement to relevant parties.

The Accountability Matrix incorporated herein by reference further summarizes key responsibilities and duties of the Board; IIC; Chief Investment Officer and Investment Team; Internal Legal Team; Investment Consultant(s); and Actuary. Additional responsibilities are also detailed in the Board's governance manual, contracts, and NHRS's position descriptions for Team.

III. Investment Objectives

Considering the purpose of the System, the Board, based on the recommendation of the IIC, has adopted the following investment objectives:

- Efficiently allocate and manage the assets of the Fund so that beneficiaries will receive promised benefits.
- Manage the portfolio on a total return basis, which recognizes the importance of the preservation of capital, as well as the fact that reasonable and varying degrees of investment risk are generally rewarded over the long-term
- Work towards achieving and then maintaining a fully funded pension status.
- Exceed the Policy benchmark on a net of fees basis over a full market cycle.

IV. Risk Management

The Board's role in risk management is to approve the asset allocation targets and ranges for each asset class of the Fund. The Board recognizes that in order for the Fund to achieve its investment objectives, a reasonable level of risk must be present within the investment portfolio. Risk is referenced both in terms of absolute risk (the risk of loss) and volatility (the variability of returns). The Board will seek to minimize the risk of loss by approving an asset allocation that includes an appropriate level of diversification of Fund assets. The Board will periodically review the level of risk as represented by the asset allocation targets and ranges within the Fund and each asset class to ensure it is reasonable and within its tolerance for risk. Equity volatility (risk) is among the highest for any asset class. Other risks that the Board will consider when approving investment policy include benchmark risk, timing risk, market risk, credit risk, currency risk, liquidity risk, and any other risk it determines is relevant.

The Board acknowledges that the IIC also has a responsibility to consider risk when recommending asset allocation, and to monitor risks within the portfolio. The IIC will consider market risk, credit risk, currency risk, liquidity risk, and any other risk it believes to be relevant when it determines an asset allocation to recommend to the Board. The IIC is responsible for risk management at the manager level as it decides upon the number and types of managers to utilize within each asset class portfolio. When making decisions, the IIC will consider idiosyncratic risk (firm specific risk), benchmark risk, timing risk, market risk, credit risk, liquidity risk, interest rate risk, operational risk, concentration risk or any other risk it determines relevant as it makes its decisions.

The investment managers are responsible for risk management within the portfolio they manage on behalf of NHRS. Investment managers will consider those risks most relevant to their portfolio, which could include market risk, credit risk, currency risk, liquidity risk, inflation risk, geo-political risk, political risk, interest rate risk, and operational risk.

Descriptions of major types of risk follow:

A. Credit Risk: The risk of default of a party owing cash to the System as the result of a transaction. These parties may include, but are not limited to, the counterparty and the issuer.

B. Counterparty risk (default risk): The risk to each party of a contract that the counterparty will not live up to its contractual obligations. Counterparty risk is a risk to both parties and should be considered when evaluating a contract.

C. Liquidity Risk: There are two types of liquidity risk: market liquidity risk and funding liquidity risk. Market liquidity risk is the risk of being unable to purchase or liquidate a security quickly enough (or in requisite quantities) at a fair price. Market liquidity risk differs from market risk (defined below). Market liquidity risk only reflects realized price changes, while market risk reflects both realized and unrealized price changes. Funding liquidity risk relates to the relative ease of the organization to meet its cash flow needs as they come due.

D. Market Risk: The risk of unexpected change in market price (amount or direction). Price changes in securities can result from movements in equity markets, interest rates, and currency exchange rates, in addition to various other factors. Market risk incorporates both realized and unrealized price changes.

E. Systemic Risk: Risk that affects an entire financial market or system, and not just specific asset classes. Systemic risk cannot be avoided through diversification.

F. Absolute Risk: Risk of loss of capital.

G. Volatility Risk: The variability of returns often used as a proxy for risk.

H. Operational Risk: The risk of inadequate controls against fraud, incorrect market valuation, failure to record or settle a deal, settlement with the wrong counterparty, failure to collect amounts due, failure of the computer system, or enforceability of contracts. The implications of operational risk include both financial loss and loss of reputation.

I. Geo-Political Risk: The risk of the occurrence of an unanticipated international and/or domestic incident such as war, assassination, terrorism or energy shock that adversely affects global and capital markets resulting in the re-pricing of securities.

J. Political Risk: The risk of nationalization or other unfavorable government action.

K. Idiosyncratic Risk: Firm specific risk or the risk of the change in price of a security due to the unique circumstances of that security.

L. Benchmark Risk: The risk that an investment may outperform or underperform its target return.

M. Interest rate risk: The risk of an investment losing value (such as bonds) when interest rates rise. Rising interest rates increase the cost of doing business for most companies and can also, thereby, raise market risk.

N. Inflation risk: The risk that rising inflation may erode the value of income and/or assets.

O. Currency risk: The risk that currency movements will negatively impact an investment's return. If the value of the U.S. dollar rises in relation to other currencies, the value of foreign stock shares translates into a smaller number of U.S. dollars for investors who hold those shares. Put another way, a "strong" dollar can buy more foreign goods, including foreign stocks. Conversely, if the dollar falls in relation to other currencies, the value of foreign stock shares rises, as more "weak" dollars are needed to buy a given amount of foreign stock.

P. Timing risk: The risk that the market will not move in the anticipated direction when an investment is made (upward for long positions, and downward for short positions).

Q. Concentration risk: The risk that the System does not appropriately and effectively diversify the assets within an asset class. An example of concentration risk is having too large a percentage of System assets with a single investment manager.

V. Asset Allocation

The Board approves the asset allocation targets and ranges for each asset class of the Fund (the allowable asset classes and the distribution of assets among those asset classes) based on recommendations from the IIC. As fiduciaries, the Board and the IIC have a duty to diversify the investments of the System to reduce risk, while maximizing the investment return. Approximately ninety percent (90%) of the long-term total return stems from the asset allocation decision. The remaining ten percent (10%) is expected to be attributable to either the selection of individual assets or timing. Accordingly, asset allocation is one of the most important fiduciary decisions. The Board adopts an asset allocation based on recommendations from the IIC, which relies upon the advice from the Chief Investment Officer and the investment consultant to formulate its recommendations to the Board.

The asset allocation approved by the Board will reflect the results of an Asset Allocation Study performed at least once in every five-year period, or more often, as recommended by the IIC, in consultation with the Investment Team and investment consultant. The study may also include an Asset Liability Study that analyzes the current assets and projected liabilities under various scenarios to ensure long-term funding for retiree benefits.

The Asset Allocation Study identifies a mix of investments, by asset class, which is expected to produce the return required to meet future funding requirements at the lowest level of risk, given all of the assumptions made and employing a mean-variance optimization model.

The asset allocation chart, which follows, lists the approved asset classes in the portfolio and the target percentages and ranges, at market value, of the System's assets to be invested in each. Due to fluctuations of market values, positioning within a specified range is acceptable and constitutes compliance with the policy. Based on the approved asset allocation, recommendations from the System's consulting actuary, IIC, investment managers and the Team, the Board adopts an assumed rate of return, which is subject to periodic change and which is the long-term return that can be expected from this combination of assets. As of June 9, 2020, the assumed rate of return was 6.75%.

Asset Class	Target Allocation	Allocation Range
Public Markets:		
Global Equity	40%	30 – 50%
Global Fixed Income	25%	18 – 32%
Private Markets:		
Private Equity	10%	5 – 15%
Private Credit	10%	0 – 15%
Infrastructure	5%	0 – 10%
Real Estate	10%	5 – 20%
Cash:	0%	0 – 5%

Asset Allocation Targets were approved in December 2023 and the Ranges approved in December 2024.

The Board has approved the use of the above listed asset classes for the following reasons:

Global Equity: The allocation to global equity serves to expose the fund to economic growth throughout the world and will serve as the primary growth engine for capital appreciation.

Global Fixed Income: The investment in fixed income will serve to reduce volatility experienced in the equity markets, as well as offer an opportunity for return enhancement by investment in selected securities (for example, investment grade corporates and high yield). A portion of the fixed income allocation is expected to be invested in Treasury or other government-related issues, which will serve to reduce risk within the portfolio.

Private Markets: Private markets investments are non-traditional investments, not covered by another investment class. In general, private market investments are incorporated into the NHRS asset allocation to enhance the portfolio's risk-adjusted return (private equity/private credit) or to diversify volatility. While the risk associated with these types of investments is higher than that of other asset classes, the expected return is also higher.

- Private Equity: generates attractive risk-adjusted rates of return through investments in private companies and earns returns in excess of the public equity markets over the long-term. Private Equity sub asset classes include leveraged buyouts, venture capital, growth equity and special situations such as investment in general partner interests and industry sector funds, and include co-investments, secondaries and other customized strategies.

- Private Credit: investments will be made across the credit universe, seeking attractive risk-adjusted returns using a diverse set of strategies. Sub asset class strategies include direct lending, mezzanine finance, distressed and special situations, specialty finance, structured credit, real assets credit, real estate credit, and liquid credit.

- Infrastructure: refers to physical assets or facilities that are used to provide essential services or support economic activity, and which are privately owned and managed rather than publicly owned or operated. This category typically includes assets in sectors such as energy (e.g., power plants, renewable energy installations), transportation (e.g., toll roads, bridges, ports, airports), utilities (e.g., water, sewage, telecommunications), and social infrastructure (e.g., schools, hospitals, and housing projects). Private infrastructure investments often involve long-term capital commitments, offering the potential for stable, inflation-linked cash flows and diversification benefits within a broader investment portfolio.

- Real Estate: The investment in real estate will serve as an inflation hedge, return enhancement opportunity, income generator, and diversification source and will include investments within core, value-added, and opportunistic opportunities.

VI. Rebalancing

The actual asset class allocation of the Fund will be continuously reviewed by the Investment Team relative to the asset class policy targets. Market movements or cash flow requirements may require the actual allocations in the portfolio to deviate from the target allocations. The Team shall seek to maintain the Fund's actual asset allocation within allocation ranges at all times. When rebalancing is required, the team will develop a rebalancing plan that, when possible, minimizes transaction costs. The plan will identify whether the assets will be rebalanced to a point within the allowable range, or to the allocation target. The Team will give due consideration to market environments, costs and risks of implementation, potential impacts on manager-level performance, and other relevant factors. The Team will report to the IIC and the Board regarding rebalancing activities that have occurred.

VII. Equity Investment in Another Entity

When the System makes an equity investment in another entity, the underlying assets of such other entity will be deemed "assets" of the System for purposes of Section 100-A15, I-b of the RSA except with respect to investments in the following entities:

(a) Publicly-offered securities

(b) An investment company registered under the Investment Company Act of 1940

(c) A Company primarily engaged, either directly or through majority-owned subsidiaries, in the production and/or sale of goods and/or services (other than the investment of capital) ("Operating Company")

(d) A private equity fund whose primary objective is to invest in Operating Companies in which it has contractual rights to influence company management

(e) A private investment fund whose primary objective is to invest in real estate with respect to which it has the right to participate directly in the development or management

(f) A government mortgage pool guaranteed by the United States or an agency or instrumentality thereof

(g) An investment fund or entity in which:

(1) (i) private U.S. employee benefit plans subject to Part 4 of Subtitle B of Title 1 of the Employee Retirement Income Security Act of 1974 ("ERISA Plans"), (ii) plans subject to Section 4975 of the Internal Revenue Code ("4975 Plans"), and (iii) other entities deemed under ERISA to hold assets of such

ERISA Plans and 4975 Plans (together with ERISA Plans and 4975 Plans, "Benefit Plan Investors"), hold less than 25% of any class of equity interests and

(2) the System holds less than 25% of the total equity interests

(h) An insurance company general account to the extent that the non-guaranteed policy portion of such account is less than 25% held by Benefit Plan Investors and less than 25% held by the System.

It is the intention of the Board that in settling any ambiguity regarding this section of policy, the Board shall look to available guidance under ERISA to settle such ambiguity.

VIII. Liquidity

Currently, each fiscal year, the member benefit payments paid by the System exceed the employer contributions received by the System. As a result, maintaining appropriate liquidity is critical to the System's operations and the System's ability to meet its financial obligations. The Team will be responsible for ensuring the System maintains the appropriate liquidity for the payment of member benefits, fund expenses and capital calls from its General Partners.

IX. Active and Passive Management

The IIC may implement the Board's approved asset allocation through the use of both passive and active management. The use of active and passive management is detailed in the guidelines for each asset class. The goal of passive management is to gain diversified exposure to the desired asset class while incurring minimal expense and seeking a performance return comparable to the asset class benchmark. The goal of active management is to exceed the performance of the appropriate index on a net-of-fees basis at a commensurate level of risk over a full market cycle.

X. Benchmarks

The following benchmarks represent the standards of measurement to be used for the various investment asset classes of the New Hampshire Retirement System as determined by the Board and IIC.

Asset Class	Benchmark
Global Equity	MSCI ACWI IMI (All Country World Index Investable Market Index)
Sub-asset class:	
Domestic Equity	Russell 3000 Index
Non-U.S Equity	MSCI ACWI ex USA IMI Index

Global Fixed Income	Bloomberg Barclays Capital U.S. Universal Bond Index
Private Markets:	
Private Equity	Russell 3000 Index + 2.0%
Private Credit	(50% S&P/LSTA U.S. Leveraged Loan 100 Index and 50% Bloomberg High Yield Index) + 1.0%
Infrastructure	Consumer Price Index + 4%
Real Estate	NCREIF NFI-ODCE Index (net of fees)
Cash Equivalents	Three-month Treasury Bill Index
Total Fund	Total Fund Custom Benchmark

The Total Fund Custom Benchmark is a weighted average return comprised of the respective asset class benchmarks in the same proportion as the target asset allocation.

As performance results may vary under different economic conditions and market cycles, an effective period for measuring performance would span three to five years or more. Performance returns are expected to meet or exceed the relevant benchmark on a net-of-fees basis over time.

The IIC has responsibility for identifying appropriate benchmarks for each investment in the Fund.

Definitions of the benchmarks are listed below:

A. The MSCI ACWI (All Country World Index) IMI is a global equity benchmark that includes large, mid, and small-cap companies across 23 developed and 26 emerging markets. It is designed to represent the performance of global equity markets and provides broad diversification across regions and sectors.

B. The Russell 3000 Index measures the performance of the largest 3,000 U.S. companies, representing approximately 98% of the investable U.S. equity market.

C. The MSCI ACWI ex USA (All Country World Index excluding the United States) IMI is a global equity benchmark that includes large, mid, and small-cap companies across 23 developed markets and 26 emerging markets, excluding the United States. It is designed to represent the performance of global equity markets outside of the U.S. and provides broad diversification across regions and sectors.

D. The Bloomberg Barclays Capital U.S. Universal Index represents the union of Bloomberg Barclays Capital's U.S. Aggregate Index (see below), U.S. Corporate High-Yield, Investment Grade 144A Index, Eurodollar Index, U.S. Emerging

Markets Index, and the non-ERISA eligible portion of the CMBS Index. The index covers USD-denominated, taxable bonds that are rated either investment grade or below investment grade.

E. The Bloomberg Barclays Capital U.S. Aggregate Index is an unmanaged, market-value-weighted index of taxable investment-grade fixed-rate debt issues, including government, corporate, asset-backed and mortgage-backed securities, with maturities of one year or more.

F. The National Council of Real Estate Investment Fiduciaries (NCREIF) Fund Index Open-End Diversified Core (NFI-ODCE) is a composite comprised of primarily Core open-end funds widely used by institutional investors for exposure to domestic private market real estate. An open-end fund is a large pool of properties held in a commingled fund structure where investors have redemption rights (typically quarterly right to make capital deposits or withdrawals). Because of quarterly purchase or redemption of fund shares, open-end funds have some of the best valuation disciplines in private market real estate. The funds report performance quarterly to NCREIF. Nearly all open-end funds are designed to be perpetual life vehicles, with many having history dating back to the 1970s.

G. The S&P/LSTA U.S. Leveraged Loan 100 Index is a daily tradable index for the U.S. market that seeks to mirror the market-weighted performance of the largest institutional leverage loans. The constituents are drawn from a universe of syndicated leveraged loans representing over 90% of the leveraged loan market.

H. The Bloomberg High Yield Index measures the USD-denominated, high-yield, fixed-rate corporate bond market. Securities are classified as high yield if the middle rating of Moody's, Fitch, and S&P is Ba1/BB+/BB+ or below. Consumer Price Index (CPI) measures the average change over time in the prices paid by urban consumers for a basket of goods and services. It is commonly used as a gauge of inflation and to assess changes in the cost of living. The CPI is a key economic indicator and is often used to adjust income and investment returns for inflation.

I. The Three-month Treasury bill serves as a common benchmark for cash equivalents in an institutional portfolio due to its risk-free rate, backed by the full faith and credit of the US government, high liquidity, short-term maturity capturing current interest rate conditions, and widely published, accessible and transparent benchmark for performance comparison.

XI. Reporting to the Board

Pursuant to RSA 100-A:15, II-a, the IIC will report to the Board at least quarterly on the management, investment, and reinvestment activities of the IIC, and may delegate such reporting as it deems appropriate.

The quarterly report will include:

- A report on the investment performance of the assets of the System
- Changes, if any, in the investment managers of the System
- Changes, if any, in the investment guidelines for each of the asset classes
- Rebalancing activities, if any

Pursuant to RSA 100-A:15, VII, the IIC will prepare, for Board approval, a comprehensive annual investment report for the Board.

The annual report will include:

- A description of the IIC's philosophy for investing the assets of the System
- An analysis of the return on investment, by category
- An annual investment policy statement
- Any suggested changes in legislation which the Board may seek in order to better serve the members of the system

After Board approval, the comprehensive annual investment report is submitted to the president of the senate, the speaker of the house, and the governor.

The Investment Team, investment consultant(s), custodian bank, and other parties will also provide reporting to the Board as requested or needed.

XII. Manager Selection, Monitoring, and Termination

The IIC, with the assistance of the Investment Team and the investment consultant, will establish a process by which to select investment managers. Criteria for each manager search will be tailored to the search underway and NHRS' specific needs and requirements.

Examples of criteria include:

- Organizational stability
- Investment team, experience and tenure
- Investment process
- Ownership
- Fees
- Performance

Manager searches will be conducted in a fair and transparent manner. During a manager search, a "no contact policy" will be in effect. During this time, only the Investment Team members designated by the Chief Investment Officer will have any contact with potential candidates. Trustees, IIC members, and other team members will refrain from discussing the search with candidate firms or potential candidate firms. This policy does not preclude existing managers from carrying out their normal business requirements with NHRS.

The IIC has delegated selected manager monitoring efforts to the Team and the investment consultant. Any significant changes to a manager's investment philosophy, fees, personnel, ownership or organizational structure will be summarized and reported to the IIC. The IIC will receive quarterly and annual reporting regarding the performance of the investment managers within the fund.

The IIC has the right to terminate any investment manager at any time. Grounds for termination may include, but are not limited to:

- Changes in asset allocation that require re-structuring of the portfolio
- Failure to comply with investment management agreements
- Underperformance over the short to medium term, with consideration of long-term investment strategy and time horizon
- Significant process, organizational, ownership or personnel changes
- Unethical behavior
- Loss of confidence in the organization
- Unresponsiveness or inability to satisfy reporting requests

XIII. Private Markets Fund Advisory Board/Committee Participation

The primary purpose of a private markets fund advisory board/committee is to (1) provide "checks and balances" on the general partner's power and authority to operate the fund; and (2) act as a "sounding board" for matters where the interests of all the fund's partners may not be aligned.

The System has determined that the benefits of the Investment Team participating on advisory boards/committees far outweigh the risks or potential risks of not participating on advisory boards/committees. As a result, it is appropriate for the CIO or designated team member to represent the System as a member of an advisory board/committee, with the approval of the IIC and provided that there are appropriate protections for such members (e.g., with respect to fiduciary duty/standard of care, indemnification, confidentiality, etc.).

XIV. Use of Derivatives

Derivatives may only be used to modify risk/return characteristics of the portfolio, implement asset allocation changes in a cost-effective manner, or reduce transaction costs or taxes. Derivatives may not be used for speculation or leverage (borrowing).

Contracts with separate account managers will identify the types of derivatives that may be used, consistent with this Manual and prudent discretion. Managers must notify the CIO of modifications in the types of derivatives used and obtain the CIO's approval of such modifications. The System's Non-U.S. Equity managers generally have

authorization for broader use of derivatives; however, their actions will be monitored for excessive risk.

Investments in commingled funds are open to other investors; therefore, it is not possible for the System to insist that the managers of such funds abide by System policy regarding the use of derivatives; however, their actions will be monitored for excessive risk. The CIO will monitor a manager's use of derivatives on an ongoing basis to determine whether continued investment in a fund is prudent.

XV. Commingled Funds - Trusts

Trusts when the System invests in or contributes assets to commingled vehicles, such as collective investment trusts managed by a bank or trust company, the terms of the documents governing the commingled vehicle for regulatory purposes occasionally require the Board, on behalf of the System, to adopt certain provisions of trust documents governing the commingled vehicle, all as provided under the terms of such trust documents. The Board has authorized and empowered the IIC, when they deem it to be in the best interest of the System and its beneficiaries, in connection with an investment in or contribution of assets to a commingled vehicle, to approve and cause the System to adopt the provisions of the trust documents for the commingled vehicle on behalf of the System, to make such documents a part of the System's Investment Manual, evidenced by inclusion of such adopted provisions as an appendix to this Manual, and to execute such other documents and take such other actions as shall be necessary and desirable in connection therewith. Attached as [Appendix A] to this Manual, as such appendix may be amended from time to time without further action of the Board, is a list of documents adopted as part of the Investment Manual in connection with an investment in or contribution of assets to a commingled vehicle.

XVI. Prohibited Transactions

The following transactions will be prohibited unless stated otherwise in the investment manager guidelines:

- "Prohibited transactions" as defined under the Employee Retirement Income Security Act of 1974 (ERISA).

- Transactions that involve a broker acting as a "principal", where such broker is also the investment manager who is making the transaction.

- Any or all investment activities forbidden by SEC or other applicable governing bodies.

The exposure for options, when permitted by contract, must be based on an appropriate options pricing model.

XVII. Review of Investment Policy

The IIC will review the investment policy at least annually to ensure it remains appropriate and to determine whether any modifications are needed and make a recommendation to the Board for changes, if any, to the investment policy**.** The Board will review the recommendations of the IIC regarding the investment policy and review the policy at least annually.

XVIII. Glossary of Common Investment Terms

Investment in any particular instrument or security remains subject to applicable law and circumstances then prevailing. Notwithstanding, the most common investments are cited below:

A. Private Markets Investments are investable assets that fall outside traditional investments (stocks, bonds, cash), and involve less liquid and more specialized strategies (e.g. private equity / private credit and other private markets strategies)

B. American Depositary Receipts (ADRs) are receipts for the shares of a foreign-based corporation held in the vault of a U.S. bank and entitling the shareholder to all dividends and capital gains. These are traded on various U.S.-based exchanges and are available for hundreds of stocks from numerous countries.

C. Commercial Mortgage-Backed Securities (CMBS) are multi-class bonds backed by pools of commercial mortgages.

D. Commercial Mortgage Lending investments are notes and bonds secured by a mortgage or deed of trust providing first lien on real estate.

E. Derivatives are financial instruments such as forwards, futures, options, or other instruments whose values are “derived” from another financial instrument.

F. Domestic Equity Securities for System purposes typically consist of corporate common stock. These stocks must be registered on a national securities exchange or must be otherwise registered as provided in the Securities Exchange Act of 1934 as amended, with price quotations furnished through a nationwide automated quotations system approved by the National Association of Securities Dealers, Inc. (NASD). Domestic Equity Securities also include stock in corporate real estate investment trusts (REITs), which are traded on a national exchange and acquired as part of an index fund or by one of the System’s domestic equity managers.

G. Domestic Fixed Income Securities are U.S. Treasury or Government agency obligations; equipment trust certificates; corporate, industrial, or utility bonds; U.S. dollar denominated Euro or Yankee bonds, including Canadian obligations

payable in U.S. dollars; residential and commercial mortgage-backed securities; and pass-through certificates. For System purposes, Domestic Fixed Income Securities primarily consist of instruments with maturities in excess of twelve (12) months at time of purchase.

H. Emerging Market Equities are common or preferred stocks and investment shares which are registered on exchanges outside the U.S. Emerging market countries are the developing international countries which have a relatively low per capita Gross National Product. There is wide variety of economic, regulatory, and market development among the emerging countries.

I. Equity Real Estate Investments are any investments in real property, either made directly or through the use of pooled vehicles such as limited partnerships, open or closed-end commingled funds, Real Estate Investment Trusts (REITs) including publicly traded REIT securities, and Real Estate Operating Companies (REOCs).

J. Non-U.S. Equity Securities are common or preferred corporate stocks and investment trust shares. Only stocks registered on recognized exchanges outside the U.S. are to be considered Non-U.S. Equity Securities.

K. Real Estate Mezzanine Funds are investments in funds or partnerships whose portfolios consist of junior loans secured by real estate or partnership interests in real estate ownership.

L. Repurchase Agreements are agreements between a seller and a buyer, whereby the seller agrees to repurchase the securities at an agreed upon price and, usually, at a stated time.

M. Securities Lending occurs when a lender transfers a security to a borrower for cash or non-cash collateral pursuant to an agreement to return the collateral for an identical security in the future.

N. Short Term Investments (Cash Equivalents) include, but are not limited to, interest bearing or discount instruments such as money market funds; U.S. Treasury Bills; corporate-issued commercial paper; bank-issued Certificates of Deposit; bankers' acceptances; and fully collateralized repurchase agreements. For System purposes, short-term investments consist primarily of instruments maturing in twelve (12) months or less at time of purchase.

O. Trusts: are commingled investment vehicles, such as collective investment trusts, in which the System invests or contributes assets alongside other investors under governing trust documents.

Proxy Voting Policy

New Hampshire Retirement System
Proxy Voting Policy

INTRODUCTION

A proxy is a written power of attorney given by a shareholder of a corporation, authorizing a specific vote on the shareholder's behalf at corporate meetings. A proxy will normally pertain to election of members of the corporation's board of directors, or to various resolutions submitted for shareholder approval. The System's Proxy Voting Policy has been established to protect the System's long-term investment interests and to promote responsible corporate policies and activities which enhance a corporation's financial prospects.

U.S. PROXY VOTING GUIDELINES

I. OPERATIONAL ITEMS

Adjourn Meeting

Generally vote **against** proposals to provide management with the authority to adjourn an annual or special meeting absent compelling reasons to support the proposal.

Vote **for** adjournment proposals that relate specifically to soliciting votes for a merger or transaction if supporting that merger or transaction. Vote **against** such proposals if the wording is too vague or if the proposal includes "other business."

Amend Quorum Requirements

Proposals to amend quorum requirements for shareholder meetings are evaluated based on several factors which include: market norms, the company's reasons for the change, and the company's ownership structure.

Amend Minor Bylaws

Generally, vote **for** proposals to make bylaw or charter changes that are of a housekeeping nature (updates or corrections) unless the proposed changes are believed to be detrimental to shareholder value.

Change Company Name

Generally, vote **for** proposals to change company name unless the reasons behind the change and necessity of the change have not been clearly provided by the company.

Change Date, Time, or Location of Annual Meeting

Generally, vote **for** management proposals to rotate the time or place of annual meetings unless the proposed change is unreasonable and motivation is unclear.

Generally, vote **against** shareholder proposals to rotate the time or place of annual meetings unless the current scheduling or location is unreasonable and change is determined to be in the best interests of the company and its shareholders.

Ratifying Auditors

Generally, vote **for** proposals to ratify auditors unless:

- More than 20 percent of total fees paid to the auditors are attributable to nonaudit, but not including, SEC-related work. Nonaudit fees should be calculated by adding financial information systems design and implementation fees and all other fees.
- An auditor has a financial interest in or association with the company, and is therefore not independent
- There is reason to believe that the independent auditor has rendered an opinion which is neither accurate nor indicative of the company's financial position
- Poor accounting practices are identified that rise to a serious level of concern, such as: fraud; misapplication of GAAP; and material weaknesses identified in Section 404 disclosures

Vote **for** shareholder proposals that request the company rotate its auditors, taking into account the length of rotation specified in the proposal.

Vote **for** shareholder proposals that request the board adopt a policy stating that the company's independent accountants will only provide audit services to the company and no other services.

Vote **for** shareholder proposals requesting the company submit the ratification of its auditors to a shareholder vote.

Transact Other Business

Vote against management proposals asking for authority to vote at the meeting for "other business" not already described in the proxy statement.

II. THE BOARD OF DIRECTORS

Voting on Director Nominees in Uncontested Elections

Votes on management proposals to elect director nominees are evaluated by taking the following factors into account: composition of the board and key board committees, attendance at board meetings, corporate governance provisions and takeover activity, long-

term company performance relative to a market index, directors' investment in the company, whether the chairman is also serving as CEO, and whether a retired CEO sits on the board. However, there are some actions by directors that should result in votes being withheld. These instances include directors who:

- Attend less than 75 percent of the board and committee meetings without a valid excuse
- In cases of chronic poor attendance without reasonable justification, in addition to voting against the director(s) with poor attendance, generally vote against or withhold from appropriate members of the nominating/governance committees or the full board
- Implement or renew a dead-hand or modified dead-hand poison pill
- Adopts a long-term poison pill without shareholder approval. When it comes to the adoption of short-term poison pill, the nomination of directors will be assessed on a case-by-case basis.
- Ignore a shareholder proposal that is approved by a majority of the votes cast
- Are incumbent board members and the board implements an advisory vote on executive compensation on a less frequent basis than the frequency that received the majority of votes cast at the most recent shareholder meeting at which shareholders voted on the say-on-pay frequency
- Failed to act on takeover offers where the majority of the shareholders tendered their shares
- Are inside directors or affiliated outsiders and sit on the audit, compensation, or nominating committees
- Are inside directors or affiliated outsiders and the full board serves as the audit, compensation, or nominating committee or the company does not have one of these committees
- Are audit committee members and the non-audit fees paid to the auditor are more than 20 percent of total fees paid to the auditors
- Are audit committee members and the company receives an adverse opinion on the company's financial statements from its auditor
- Are audit committee members and poor accounting practices are identified that rise to a level of serious concern, such as: fraud; misapplication of GAAP; and material weaknesses identified in Section 404 disclosures
- Are audit committee members and the audit committee entered into an inappropriate indemnification agreement with its auditor
- Are inside directors or affiliated outside directors and the full board is less than majority independent
- Sit on more than two outside public company boards (i.e. more than three boards in total, including the board seat of the company for which the vote is being cast), or sit on more than one outside public company board if they are CEOs of public companies (i.e. more than two boards in total, including the seat for which the vote is being cast)

- Are on the compensation committee and potentially the full board when there is a recurring or egregious negative correlation between chief executive pay and company performance
- Are on the compensation committee and potentially the full board when the company has recurring or egregious problematic pay practices
- Are on the compensation committee and potentially the full board when the company exhibits a significant level of poor communication and responsiveness to shareholders
- Have failed to address the issue(s) that resulted in any of the directors receiving more than 50% withhold votes out of those cast at the previous board election
- Are incumbent board members and the board had material failures of governance, stewardship, risk oversight, or fiduciary responsibilities at the company

In addition, directors who enacted egregious corporate governance policies or failed to replace management as appropriate would be subject to recommendations to **withhold** votes.

If the board lacks accountability and oversight coupled with sustained poor performance relative to peers, any or all appropriate nominees may be held accountable.

If the board is classified and a continuing director responsible for a problematic governance issue at the board/committee level that would warrant a **withhold/against** vote recommendation is not up for election, any or all appropriate nominees may be held accountable.

Exception may be made for new nominees.

Term Limits

Generally, vote **against** term limits unless it is determined that the lack of new perspectives, resulting from insufficient turnover, may be unfavorable to long-term investment interests.

Board Size

Generally, vote **for** management proposals to determine board size.

Classification/Declassification of the Board

Vote **against** management proposals to classify the board.

Vote **for** shareholder proposals to repeal a classified board.

Cumulative Voting

Vote **against** proposals to eliminate cumulative voting.

Vote **for** proposals to restore or permit cumulative voting in those cases where shareholders have access to the board through their own nominations.

Director and Officer Indemnification and Liability Protection

Vote **for** indemnification proposals that only cover legal expenses when the officer acted in good faith in what he/she believed was the company's interest.

Vote **against** proposals that totally eliminate officers' liability.

A certain level of protection is desirable so as to attract and keep qualified candidates as directors and officers. This protection, however, must not go so far as to excuse officers from being accountable for their actions or for becoming negligent in their duties. The protection should only be effective when officers act in good faith, for the best interests of the company. Specifically, officers should be liable for:

a) breach of loyalty;

b) acts or omissions not in good faith or involving intentional misconduct or knowing violations of the law;

c) unlawful purchases or redemptions of stock;

d) payments of unlawful dividends; or

e) receipt of improper personal benefits.

Establish/Amend Nominee Qualifications

Generally, vote **for** management proposals to establish or amend director qualifications unless the proposed criteria are unreasonable and would have a demonstrable effect in precluding dissident nominees from joining the board.

Vote **against** shareholder proposals requiring two candidates per board seat.

Filling Vacancies/Removal of Directors

Vote **against** management proposals to allow for a director's removal from the board only for cause. Directors should be elected or removed by a simple majority vote of shareholders.

Vote **against** management proposals which provide that only continuing directors may fill vacancies on the board.

Vote **for** proposals which allow shareholders to fill vacancies on the board.

Vote **for** proposals to restore shareholder ability to remove directors with or without cause.

Independent Chairman (Separate Chairman/CEO)

Vote **for** shareholder proposals to separate the position of chairman of the board and CEO. The combination of the two positions creates an inherent conflict of interests.

Majority Vote Proposals

Vote **for** reasonably crafted proposals calling for directors to be elected with an affirmative majority of votes cast and/or the elimination of the plurality standard for electing directors (including binding resolutions requesting that the board amend the company's bylaws), provided the proposal includes a carve-out for a plurality voting standard when there are more director nominees than board seats (e.g. contested elections).

Majority of Independent Directors/Establishment of Committees

Generally, vote **for** shareholder proposals asking that boards be comprised of a majority of independent directors, unless it has been determined that the current board composition satisfies our independence threshold.

Vote **for** shareholder proposals asking that board audit, compensation, and/or nominating committees be comprised exclusively of independent directors.

Proxy Access to Nominate Directors

Management and shareholder proposals to enact provisions that give shareholders access to the proxy to nominate directors that are evaluated based on the long-term investment interests of the System, and are examined by considering the following factors:

- Company-specific factors; and
- Proposal-specific factors, including:
    - The ownership thresholds proposed in the resolution (i.e. percentage and duration);
    - The maximum proportion of directors that shareholders may nominate each year; and
    - The method of determining which nominations should appear on the ballot if multiple shareholders submit nominations

Open Access

Vote **for** any and all equal access proposals.

Equal access proposals generally relate to three major topics:

a) discussion of management nominees for the board of directors;

b) discussion of other management proposals;

c) discussion of shareholders' own proposals or nominees.

Shareholders should have the freedom to obtain information and discuss all of these topics. Only with sufficient information will they be able to vote their proxies wisely and maximize the value of their stock.

Management will often oppose these equal access proposals, seeing them as an infringement of its rights. Management will argue that the added cost and length of proxy

statements is inefficient. The marginal cost of longer proxies, however, will be minimal, and the cost will be borne by the stockholders anyway.

Stock Ownership Requirements

Vote **for** shareholder proposals requiring directors to own company stock in order to qualify as a director, or to remain on the board.

Shareholder proposals asking that the company adopt a holding or retention period for its executives (for holding stock after the vesting or exercise of equity awards)shall be evaluated by taking into account any stock ownership requirements or holding period/retention ratio already in place and the actual ownership level of executives.

Plurality Vote Requirement for Director Nominees

Vote **for** proposals to elect director nominees by the affirmative vote of the majority of votes cast at an annual meeting of shareholders.

III. PROXY CONTESTS

Voting for Director Nominees in Contested Elections

Votes in a contested election of directors are evaluated based on the long-term economic interest of the System, and must be examined by taking the following factors into account:

- Past performance relative to its peers;
- Market in which fund invests;
- Measures taken by the board to address the issues;
- Past shareholder activism, board activity, and votes on related proposals;
- Strategy of the incumbents versus the dissidents;
- Independence of directors;
- Experience and skills of director candidates;
- Governance profile of the company;
- Evidence of management entrenchment.

Reimbursing Proxy Solicitation Expenses

Generally, vote **for** proposals to reimburse all appropriate proxy solicitation expenses when voting in conjunction with support of a dissident slate. We will also generally support shareholder proposals calling for the reimbursement of reasonable costs associated with nominating one or more candidates in a contested election where the following apply:

- The election of fewer than 50% of the directors to be elected is contested in the election;

- One or more of the dissident's candidates is elected;
- Shareholders are not permitted to cumulate their votes for directors; and
- The election occurred, and the expenses were incurred, after the adoption of this bylaw.

IV. ANTI - TAKEOVER MECHANISMS

Confidential Voting

Vote **for** a confidential voting policy.

Confidential voting would minimize the ability of management to influence proxy votes. It would allow shareholders the freedom to vote solely in their best interests, not considering actual or perceived pressure from management.

In order to maintain and monitor fiduciary responsibility, fiduciaries should still make their records available to clients after the confidential vote. Therefore, fiduciaries can still be held accountable for their votes.

Advance Notice Requirements for Shareholder Proposals/Nominations

Generally, vote **for** advance notice resolutions provided that the proposals seek to allow shareholders to submit proposals as close to the meeting date as reasonably possible and within the broadest window possible. A reasonable deadline for shareholder notice of a proposal/ nominations must not be more than 60 days prior to a meeting, with a submittal window of at least 30 days prior to the deadline.

Amend Bylaws without Shareholder Consent

Vote **against** proposals giving the board exclusive authority to amend the bylaws.

Vote **for** proposals giving the board the ability to amend the bylaws in addition to shareholders.

Poison Pills

Vote **for** shareholder resolutions requiring that poison pills must be submitted for shareholder approval before going into effect.

Generally, vote **against** management proposals to approve or renew a poison pill unless the following factors are present:

1) 20 percent or higher flip-in
2) Two- to three-year sunset provision
3) No dead-hand or no-hand provision

4) Shareholder redemption feature: If the board refuses to redeem the pill 90 days after an offer is announced, ten percent of the shares may call a special meeting or seek a written consent to vote on rescinding the pill.

Shareholder Ability to Act by Written Consent

Vote **against** management proposals to restrict or prohibit shareholders' ability to take action by written consent.

Vote **for** shareholder proposals to allow or make easier shareholder action by written consent.

Shareholder Ability to Call Special Meetings

Vote **against** management proposals to restrict or prohibit shareholders' ability to call special meetings.

Vote **for** shareholder proposals to allow or make easier shareholders' ability to call special meetings.

Supermajority Vote Requirements

Vote **against** management proposals to require a supermajority vote to amend any bylaw or charter provision.

Vote **for** shareholder proposals to lower supermajority vote requirements to amend any bylaw or charter provision. However, at companies with shareholder(s) who have significant ownership levels, proposals to lower supermajority vote requirements should be analyzed on a case-by-case basis, taking into account the following:

- Ownership structure;
- Quorum requirements; and
- Vote requirements

Exclusive Venue

Management proposals seeking shareholder approval to limit shareholder litigation to the company's jurisdiction of incorporation are evaluated based on the long-term investment interests of the System, and are examined by considering the following factors:

- Whether the company has been materially harmed by shareholder litigation outside its jurisdiction of incorporation, based on disclosure in the company's proxy statement; and
- Whether the company has the following good governance features:
    - An annually elected board;
    - A majority vote standard in contested director elections; and
    - The absence of a poison pill, unless the pill was approved by shareholders.

Vote **for** shareholder proposals to remove or adjust exclusive venue proposals, unless:

- The company has sufficiently proven that it has been materially harmed by shareholder litigation outside its jurisdiction of incorporation; and
- The company has the following good governance features:
    - An annually elected board;
    - A majority vote standard in contested director elections; and
    - The absence of a poison pill, unless the pill was approved by shareholders.

V. MERGERS AND CORPORATE RESTRUCTURINGS

Appraisal Rights

Vote **for** shareholder proposals to provide rights of appraisal to dissenting shareholders.

Asset Purchases

Votes on asset purchase proposals are evaluated based on the long-term investment interests of the System, and are examined by considering the following factors:

- Purchase price
- Fairness opinion
- Financial and strategic benefits
- How the deal was negotiated
- Conflicts of interest
- Other alternatives for the business
- Noncompletion risk

Asset Sales

Votes on asset sales are evaluated based on the long-term investment interests of the System, and are examined by considering the following factors:

- Impact on the balance sheet/working capital
- Potential elimination of diseconomies
- Anticipated financial and operating benefits
- Anticipated use of funds
- Value received for the asset
- Fairness opinion
- How the deal was negotiated
- Conflicts of interest

Bundled Proposals

Vote **against** bundled proxy proposals.

Conversion of Securities

Votes on proposals regarding conversion of securities are determined based on the long-term economic interest of the System. When evaluating these proposals the investor should review the dilution to existing shareholders, the conversion price relative to market value, financial issues, control issues, termination penalties, and conflicts of interest.

Vote **for** the conversion if it is expected that the company will be subject to onerous penalties or will be forced to file for bankruptcy if the transaction is not approved.

Corporate Reorganization/Debt Restructuring/Prepackaged Bankruptcy Plans/Reverse Leveraged Buyouts/Wrap Plans

Votes on proposals to increase common and/or preferred shares and to issue shares as part of a debt restructuring plan are determined based on the long-term investment interest of the System, by taking into consideration the following:

- Dilution to existing shareholders' position
- Terms of the offer
- Financial issues
- Management's efforts to pursue other alternatives
- Control issues
- Conflicts of interest

Vote **for** the debt restructuring if it is expected that the company will file for bankruptcy if the transaction is not approved.

Formation of Holding Company

Votes on proposals regarding the formation of a holding company should be determined based on the long-term economic interests of the System, taking into consideration the following:

- The reasons for the change
- Any financial or tax benefits
- Regulatory benefits
- Increases in capital structure
- Changes to the articles of incorporation or bylaws of the company

Absent compelling financial reasons to recommend the transaction, vote **against** the formation of a holding company if the transaction would include either of the following:

- Increases in common or preferred stock in excess of the allowable maximum as calculated by the ISS Capital Structure model
- Adverse changes in shareholder rights

Going Private Transactions (LBOs and Minority Squeeze Outs)

Going private transactions are evaluated based on the long-term economic interest of the System, by taking into account the following: offer price/premium, fairness opinion, how the deal was negotiated, conflicts of interest, other alternatives/offers considered, and noncompletion risk.

Joint Ventures

Proposals seeking to form joint ventures are determined based on the long-term investment interests of the System, by taking into account the following: percentage of assets/business contributed, percentage ownership, financial and strategic benefits, governance structure, conflicts of interest, other alternatives, and noncompletion risk.

Liquidations

Proposals on liquidations are considered based on the long-term investment interests of the System, by taking into account the following: management's efforts to pursue other alternatives, appraisal value of assets, and the compensation plan for executives managing the liquidation.
Vote **for** the liquidation if the company will file for bankruptcy if the proposal is not approved.

Mergers and Acquisitions/ Issuance of Shares to Facilitate Merger or Acquisition

Proposals to merge one company with another, or for one company to acquire another are determined based on the long-term economic interest of the System. When evaluating the proposals, shareholders should weigh the cost to the company, market reaction, strategic rationale, the immediate and long-term benefits to shareholders, conflict of interests, and the resulting corporate governance changes.

Private Placements/Warrants/Convertible Debentures

Votes on proposals regarding private placements should be determined based on the long-term investment interests of the System. When evaluating these proposals the investor should review: dilution to existing shareholders' position, terms of the offer, financial issues, management's efforts to pursue other alternatives, control issues, conflicts of interest, and market reaction.

Vote **for** the private placement if it is expected that the company will file for bankruptcy if the transaction is not approved.

Spinoffs

Votes on spinoffs should be considered based on the long-term investment interests of the System, taking the following factors into account:

- Tax and regulatory advantages
- Planned use of the sale proceeds
- Valuation of spinoff
- Fairness opinion
- Benefits to the parent company
- Conflicts of interest
- Managerial incentives
- Corporate governance changes
- Changes in the capital structure

Value Maximization Proposals

Shareholder proposals seeking to maximize shareholder value by hiring a financial advisor to explore strategic alternatives, selling the company or liquidating the company and distributing the proceeds to shareholders should be evaluated based on the following factors: prolonged poor performance with no turnaround in sight, signs of entrenched board and management, strategic plan in place for improving value, likelihood of receiving reasonable value in a sale or dissolution, and whether company is actively exploring its strategic options, including retaining a financial advisor.

VI. STATE OF INCORPORATION

Control Share Acquisition Provisions

Vote **for** proposals to opt out of control share acquisition statutes unless doing so would enable the completion of a takeover that would be detrimental to shareholders.

Vote **against** proposals to amend the charter to include control share acquisition provisions.

Vote **for** proposals to restore voting rights to the control shares.

Control Share Cashout Provisions

Vote **for** proposals to opt out of control share cashout statutes.

Disgorgement Provisions

Vote **for** proposals to opt out of state disgorgement provisions, if maximizing shareholder value.

Fair Price Provisions

Vote **for** management proposals to adopt a fair price provision, as long as the shareholder vote requirement embedded in the provision is no more than a majority of the disinterested shares.

Vote **against** all other management fair price proposals.

Vote **for** shareholder proposals to lower the shareholder vote requirement embedded in existing fair price provisions.

Generally, vote **against** fair price provisions with shareholder vote requirements greater than a majority of disinterested shares.

Freeze Out Provisions

Vote **for** proposals to opt out of state freeze out provisions, if maximizing shareholder value.

Greenmail

Vote **for** proposals to restrict the company's ability to pay greenmail.

Reincorporation Proposals

Proposals to change a corporation's state of incorporation should be examined based on the long-term economic interest of the System, giving consideration to both financial and corporate governance concerns including the following:

- Reasons for reincorporation;
- Comparison of company's governance practices and provisions prior to and following the reincorporation; and
- Comparison of corporation laws of original state and destination state

Vote **against** proposals that seek to reincorporate the company outside of the jurisdiction of the United States.

Stakeholder Provisions

Vote **against** proposals that ask the board to consider nonshareholder constituencies or other nonfinancial effects when evaluating a merger or business combination.

VII. CAPITAL STRUCTURE

Adjustments to Par Value of Common Stock

Vote **for** management proposals to reduce the par value of common stock, if it will not adversely affect shareholder rights.

Common Stock Authorization

Votes on proposals to increase the number of shares of common stock authorized for issuance are determined based on the long-term economic interest of the System, using a model developed by ISS.

Vote **against** proposals at companies with dual-class capital structures to increase the number of authorized shares of the class of stock that has superior voting rights.

Vote **for** proposals to approve increases beyond the allowable increase when a company's shares are in danger of being delisted or if a company's ability to continue to operate as a going concern is uncertain.

Dual-Class Stock

Proposals to recapitalize a company into dual classes of voting stock must be examined based on the long-term economic interest of the System.

Vote **against** the creation of stock with supervoting privileges.

Vote **against** proposals that introduce nonvoting shares or exchange voting shares for nonvoting shares.

Vote **for** shareholder proposals asking that a company report to shareholders on the financial impact of its dual class voting structure.

Vote **for** shareholder proposals asking that a company submit its dual class voting structure for shareholder ratification.

Issue Stock for Use with Rights Plan

Vote **against** proposals that increase authorized common stock for the explicit purpose of implementing a shareholder rights plan (poison pill).

Preemptive Rights

Vote **against** proposals requesting the issuance of shares with or without preemptive rights which are excessive under local market best practice standards.

Preferred Stock

Vote **against** proposals authorizing the creation of new classes of preferred stock with unspecified voting, conversion, dividend distribution, and other rights ("blank check" preferred stock).

Vote **for** proposals to create "declawed" blank check preferred stock (stock that cannot be used as a takeover defense).

Vote **for** proposals to authorize preferred stock in cases where the company specifies the voting, dividend, conversion, and other rights of such stock and the terms of the preferred stock appear reasonable.

Vote **against** proposals to increase the number of blank check preferred stock authorized for issuance when no shares have been issued or reserved for a specific purpose.

Votes on proposals to increase the number of blank check preferred shares are determined after analyzing the number of preferred shares available for issue given a company's industry and performance in terms of shareholder returns.

Recapitalization

Votes on recapitalizations (reclassifications of securities) are considered based on long-term investment interests of the System, taking into account the following: more simplified capital structure, enhanced liquidity, fairness of conversion terms, impact on voting power and dividends, reasons for the reclassification, conflicts of interest, and other alternatives considered.

Reverse Stock Splits

Generally, vote **for** management proposals to implement a reverse stock split provided that the number of authorized shares will be proportionally reduced or the effective increase in authorized shares is equal to or less than the allowable increase calculated in accordance with stock authorization model developed by ISS. In the event that a proportional reduction of authorized shares is not reciprocated, we will only support such proposals if:

- A stock exchange has provided notice to the company of a potential delisting;
- There is substantial doubt about the company's ability to continue as a going concern without additional financing; or
- The company's rationale or other factors as applicable merit support.

Share Repurchase Programs

Proposals to repurchase shares should be considered based on the long-term economic interest of the System. For example, if this is done because management believes the stock is undervalued then the measure should be approved. If the purchase is proposed as an antitakeover device, then it ought to be opposed. We generally vote **for** management

proposals to institute open market share repurchase plans in which all shareholders may participate on equal terms.

Stock Distributions: Splits and Dividends

Vote **for** management proposals to increase the common share authorization for a stock split or share dividend, provided that the increase in authorized shares would not result in an excessive number of shares available for issuance as determined using a model developed by ISS.

Generally, vote **for** proposals to approve stock splits or share dividends unless it is determined that such authorities are detrimental to the long-term economic interest of the System.

Tracking Stock

Vote case-by-case on the creation of tracking stock, weighing the strategic value of the transaction against such factors as:

- Adverse governance changes;
- Excessive increases in authorized capital stock;
- Unfair method of distribution;
- Diminution of voting rights;
- Adverse conversion features;
- Negative impact on stock option plans; and
- Alternatives such as spin-off.

VIII. EXECUTIVE COMPENSATION

Vote **for** resolutions intended to improve the transparency of executive compensation by:

- Requiring a company to place a dollar value on all forms of compensation paid to a company's top-five executives and to include such monetarized disclosure in the summary compensation tables filed by the company with the SEC.
- Requiring a company to disclose to shareholders that compensation paid to a company's top-five executives that are not tax-deductible for federal income tax purposes, and to state the monetary value of the costs of such non-deductibility to the company.
- Requiring a company to disclose to shareholders those gains realized by a company's top-five executives in their exercise of stock options (or in the vesting of restricted shares for restricted share grants) and to report what fraction, if any, is attributable to company outperformance of its industry peers.
- Requiring a company to periodically disclose to shareholders equity investments received as compensation and unloaded by any of the company's top-five executives.

Vote **for** resolutions intended to improve the linkage of executive pay-for-performance by:

- Indexing the exercise price of a company's stock option grants to industry sector or broad market stock movements, or by linking the exercise price to changes in the stock price of firms among the company's industry peer group.
- Establishing executive bonus plans that would discount those improvements in a company's financial performance attributable to industry sector or broad market movements.
- Establishing executive bonus plans that would not utilize metrics based on a company's absolute increases in earnings, sales, or revenues, but rather based on the company's performance relative to its industry peer group.
- Prohibiting a company's top-five executives from unwinding equity-based incentive compensation received from the company.
- Prohibiting a company's top-five executives from hedging or employing any measure intended to eliminate their exposure to a decline in the company stock price.
- Requiring a company's top-five executives to publicly disclose, not less than ten days in advance, their intention to sell company stock, including the number of shares to be sold.
- Requiring "clawback" provisions in executive compensation arrangements that would result in a return to the company of executive over-payments based on performance metrics that are subsequently depressed upon a company's restatement of earnings.
- Requiring equity-based executive compensation arrangements to be "dividend neutral" – i.e., neither encouraging nor discouraging the payment of stock dividends to shareholders.
- Requiring executive stock option plans to adjust downward the exercise price of such options to reflect dividend payments made on company stock during the executive's holding period.
- Curtailing Supplemental Executive Retirement Plans (SERPs) for the top-five executives in the event a company terminates, "freezes", or otherwise curtails a defined benefit plan covering its rank-and-file employees.
- Reducing benefits provided under severance arrangements for a company's chief executive officer (CEO).
- Limiting the ratio of the sum of the compensation paid to a company's top-five executives to 8% of the company's aggregate earnings.

Advisory Votes on Executive Compensation (Say-on-Pay) Management Proposals

Generally, evaluate executive pay and practices based on the overall executive compensation structure's ability to effectively motivate participants to focus on long-term shareholder value and returns, while adhering to market law, disclosure and best practice standards.

Vote **against** management say on pay (MSOP) proposals, **against/withhold** on compensation committee members (or, in rare cases where the full board is deemed responsible, all directors including the CEO), and/or **against** an equity-based incentive plan proposal if:

- There is a misalignment between CEO pay and company performance (pay for performance);
- The company maintains problematic pay practices;
- The board exhibits poor communication and responsiveness to shareholders.

Frequency of Advisory Vote on Executive Compensation (Management "Say on Pay")

Vote **for** annual advisory votes on compensation, which provide the most consistent and clear communication channel for shareholder concerns about companies' executive pay programs.

Advisory Vote on Golden Parachutes in an Acquisition, Merger, Consolidation, or Proposed Sale

We will evaluate these proposals based on our existing policies related to severance packages and problematic pay practices.

Equity-Based and Other Incentive Plans

Proposals concerning director compensation are determined based on compensation methodology developed by ISS.

Vote **against** awarding stock option plans as compensation for directors.

Stock Plans in Lieu of Cash

Votes **for** plans which provide directors with the choice of taking all or a portion of their cash compensation in the form of stock or which provide a dollar-for-dollar cash for stock exchange.

Director Retirement Plans

Vote **against** retirement plans for non-employee directors.

Vote **for** shareholder proposals to eliminate retirement plans for non-employee directors.

Management Proposals Seeking Approval to Reprice Options

Vote **against** management proposals seeking approval to reprice options.

Shareholder Proposals Regarding Executive and Director Pay

Vote **for** shareholder proposals seeking additional disclosure of executive and director pay information, provided the information requested is relevant to shareholders' needs, would not put the company at a competitive disadvantage relative to its industry, and is not unduly burdensome to the company.

Vote **against** shareholder proposals seeking to set absolute levels on compensation or otherwise dictate the amount or form of compensation.

Vote **against** shareholder proposals requiring director fees be paid in stock only.

Vote **for** shareholder proposals to put option repricings to a shareholder vote.

All other shareholder proposals regarding executive and director pay are evaluated by taking into account company performance, pay level versus peers, pay level versus industry, and long term corporate outlook.

Qualified Employee Stock Purchase Plans

Vote **for** proposals to approve qualified employee stock purchase plans where all of the following are aligned with local market best practice standards:

- Purchase price;
- Offering period; and
- The number of shares.

Nonqualified Employee Stock Purchase Plans

Vote **for** proposal to approve nonqualified employee stock purchase plans where all of the following are aligned with local market best practice standards:

- Broad-based participation;
- Limits on employee contribution;
- Company matching contribution;
- No discount on the stock price on the date of purchase (since there is a company matching contribution).

In the event of excessive company matching contributions, we will evaluate the cost of plan against an allowable cap developed by ISS.

Employee Stock Ownership Plans (ESOPs)

Vote **for** proposals to implement an ESOP or increase authorized shares for existing ESOPs, unless the number of shares allocated to the ESOP is excessive (more than five percent of outstanding shares.)

401(k) Employee Benefit Plans

Vote **for** proposals to implement a 401(k) savings plan for employees.

Performance-Based Awards

Generally vote **for** shareholder proposals advocating the use of performance-based awards like indexed, premium-priced, and performance-vested options or performance-based shares, unless:

- The proposal is overly restrictive (e.g., it mandates that awards to all employees must be performance-based or all awards to top executives must be a particular type, such as indexed options)
- The company demonstrates that it is using a substantial portion of performance-based awards for its top executives

Pay-for-Superior-Performance Standard

Generally vote **for** shareholder proposals requesting to establish a pay-for-superior-performance standard whereby the company discloses defined financial performance criteria and a detail list of comparative peer group to allow shareholders to sufficiently determine the pay and performance correlation established in the plan. In addition, establish that no award should be paid out unless the company performance exceeds its peer's median or mean performance on the selected financial and stock price performance criteria.

Golden Parachutes and Executive Severance Agreements

Vote **for** shareholder proposals to require golden parachutes or executive severance agreements to be submitted for shareholder ratification, unless the proposal requires shareholder approval prior to entering into employment contracts.

Proposals to ratify or cancel golden parachutes are determined based on several qualifying factors. An acceptable parachute should include the following:

- The triggering mechanism should be beyond the control of management
- The amount should not exceed three times base amount (defined as the average annual taxable W-2 compensation during the five years prior to the year in which the change of control occurs)
- Change-in-control payments should be double-triggered, i.e., (1) after a change in control has taken place, and (2) termination of the executive as a result of a “change in control”, meaning a change in the company ownership structure

- The agreements do not contain problematic features (*e.g.* excessive cash severance; excessive golden parachute payments)

Pension Plan Income Accounting

Vote **for** shareholder proposals to exclude pension plan income in the calculation of earnings used in determining executive bonuses/compensation.

Supplemental Executive Retirement Plans (SERPs)

Vote **for** shareholder proposals requesting to put extraordinary benefits contained in SERP agreements to a shareholder vote unless the company's executive pension plans do not contain excessive benefits beyond what is offered under employee-wide plans.
In addition, generally vote **for** shareholder proposals urging the board to limit the executive benefits provided under the company's supplemental executive retirement plan (SERP) by limiting covered compensation to a senior executive's annual salary and excluding of all incentive or bonus pay from the plan's definition of covered compensation used to establish such benefits.

Advisory Vote on Executive Compensation (Say-on-Pay)

Generally vote **for** shareholder proposals asking the board to propose an advisory resolution seeking to ratify the compensation of the company's named executive officers (NEOs) on an annual basis. The proposal submitted to shareholders should make it clear that the vote is non-binding and would not have an impact on compensation paid or awarded to any NEO.

Disclosure of Board or Company's Utilization of Compensation Consultants

Generally vote **for** shareholder proposals seeking disclosure regarding the Company, Board, or Board committee's use of compensation consultants, such as company name, business relationship(s) and fees paid.

IX. SOCIAL AND ENVIRONMENTAL ISSUES

Social issue proposals will be considered based on their potential impact on the long-term economic interests of the System. Generally, we will **abstain** absent clear effect of proposal on share value.

NON-U.S. PROXY VOTING GUIDELINES

I. OPERATIONAL ITEMS

Allocation of Income

Vote **for** approve of the allocation of income, unless:

- The dividend payout ratio has been consistently below 30 percent without adequate explanation; or
- The payout is excessive given the company's financial position.

Amend Minor Bylaws/Articles of Association

Generally, vote **for** proposals to make bylaw or charter changes that are of a housekeeping nature (updates or corrections) unless the proposed changes are believed to be detrimental to shareholder value or in absence of adequate information to evaluate the proposal per local market best practice standards.

Amend Quorum Requirements

Proposals to amend quorum requirements for shareholder meetings are evaluated based on several factors which include: market norms, the company's reasons for the change, and the company's ownership structure.

Change in Company Fiscal Term

Vote **for** proposals to change a company's fiscal term unless the company's motivation for the change is to postpone its annual general meeting.

Financial Statements/Director and Auditor Reports

Vote **for** proposals to approve financial statements and director and auditor reports, unless:

- There are concerns about the accounts presented or audit procedures used; or
- The company is not responsive to shareholder questions about specific items that should be publicly disclosed.

General Meeting Formalities

In some markets, shareholders are routinely asked to approve:

- the opening of the shareholder meeting
- acknowledge proper convening of meeting
- that the meeting has been convened under local regulatory requirements

- the presence of quorum
- the agenda for the shareholder meeting
- the election of the chair of the meeting
- the appointment of shareholders to co-sign the minutes of the meeting
- regulatory filings
- the designation of inspector or shareholder representative(s) of minutes of meeting
- the designation of two shareholders to approve and sign minutes of meeting
- the allowance of questions
- the publication of minutes
- the closing of the shareholder meeting
- authorize board to ratify and execute approved resolutions
- prepare and approve list of shareholders

As these are typically formalities associated with the convening of general shareholder meetings, generally vote **for** these and similar routine management proposals.

Lower Disclosure Threshold for Stock Ownership

Vote **against** proposals to lower the stock ownership disclosure threshold below 5 percent unless specific reasons exist to implement a lower threshold.

Stock (Scrip) Dividend Alternative

Generally, vote **for** stock (scrip) dividend proposals.

Vote **against** proposals that do not allow for a cash option unless management demonstrates that the cash option is detrimental to shareholder value.

Transact Other Business

Vote **against** other business when it appears as a voting item.

II. AUDITORS

Appointment of Auditors and Auditor Fees

Vote **for** the reelection of auditors and proposals authorizing the board to fix auditor fees, unless:

- There are serious concerns about the accounts presented or the audit procedures used;
- The auditors are being changed without explanation;

- The name(s) of the proposed auditors has not been published;
- The auditors are being changed without explanation;
- For widely-held companies, excessive fees for non-audit services as determined by local market best practice standards; or
- The lead audit partner(s) has been linked with a significant auditing controversy.

Vote **against** the appointment of external auditors if they have previously served the company in an executive capacity or can otherwise be considered affiliated with the company.

Appointment of Internal Statutory Auditors

Vote **for** the appointment or reelection of statutory auditors, unless:

- There are serious concerns about the statutory reports presented or the audit procedures used;
- Questions exist concerning any of the statutory auditors being appointed; or
- The auditors have previously served the company in an executive capacity or can otherwise be considered affiliated with the company.

Auditor Indemnification and Liability Provisions

Vote **against** proposals to indemnify auditors.

III. THE BOARD OF DIRECTORS

Voting on Director Nominees in Uncontested Elections (Non-U.S.)

Votes on management nominees in the election of directors are evaluated by observing relevant market listing rules and regulations, coupled with local market best practice standards. We will typically not support nominees if:

- Adequate disclosure has not been provided in a timely manner;
- There are clear concerns over questionable finances or restatements;
- There have been questionable transactions with conflicts of interest;
- There are any records of abuses against minority shareholder interests; or
- The board fails to meet minimum corporate governance standards.

Vote **for** individual nominees unless there are specific concerns about the individual, such as criminal wrongdoing or breach of fiduciary responsibilities.

Vote **against** individual directors if repeated absences at board meetings have not been explained (in countries where this information is disclosed).

Votes in a contested election of directors are evaluated based on the long-term economic interest of the System, and must be examined by taking the following factors into account:

- Past performance relative to its peers;
- Market in which fund invests;
- Measures taken by the board to address the issues;
- Past shareholder activism, board activity, and votes on related proposals;
- Strategy of the incumbents versus the dissidents;
- Independence of directors;
- Experience and skills of director candidates;
- Governance profile of the company;
- Evidence of management entrenchment.

Vote **for** employee and/or labor representatives if they sit on either the audit or compensation committee *and* are required by law to be on those committees. Vote **against** employee and/or labor representatives if they sit on either the audit or compensation committee, if they are not required to be on those committees.

Under extraordinary circumstances, vote **against** or **withhold** from directors individually, on a committee, or the entire board, due to:

- Material failures of governance, stewardship, or fiduciary responsibilities at the company; or
- Failure to replace management as appropriate; or
- Egregious actions related to the director(s)' service on other boards that raise substantial doubt about his or her ability to effectively oversee management and serve the best interests of shareholders at any company.

Board Structure

Generally, vote **for** management proposals to determine board size.

Director and Officer Indemnification and Liability Provisions

Votes on proposals seeking indemnification and liability protection for directors and officers are examined based on the indemnification and liability protections applicable in each respective market, provided that they are within reason. We will generally only support those proposals that provide directors and officers protection if they have acted in good faith on company business and were found innocent of any civil or criminal charges for duties performed on behalf of the company.

Discharge of Directors

Generally vote **for** the discharge of directors, including members of the management board and/or supervisory board, unless there is reliable information about significant and compelling controversies that the board is not fulfilling its fiduciary duties warranted by:

- A lack of oversight or actions by board members which invoke shareholder distrust related to malfeasance or poor supervision, such as operating in private or company interest rather than in shareholder interest; or
- Any legal issues (e.g. civil/criminal) aiming to hold the board responsible for breach of trust in the past or related to currently alleged actions yet to be confirmed (and not only the fiscal year in question), such as price fixing, insider trading, bribery, fraud, and other illegal actions; or
- Other egregious governance issues where shareholders will bring legal action against the company or its directors.

IV. PROXY CONTESTS

Voting for Director Nominees in Contested Elections

Votes in a contested election of directors are evaluated based on the long-term economic interest of the System, and must be examined by taking the following factors into account:

- Past performance relative to its peers;
- Market in which fund invests;
- Measures taken by the board to address the issues;
- Past shareholder activism, board activity, and votes on related proposals;
- Strategy of the incumbents versus the dissidents;
- Independence of directors;
- Experience and skills of director candidates;
- Governance profile of the company;
- Evidence of management entrenchment.

V. ANTI - TAKEOVER MECHANISMS

Anti-takeover/Entrenchment Devices

Generally vote **against** all antitakeover proposals, unless they are structured in such a way that they give shareholders the ultimate decision on any proposal or offer.

Depositary Receipts and Priority Shares

Generally vote **against** the introduction of depositary receipts and priority shares.

Issuance of Free Warrants

Generally vote **against** the issuance of free warrants.

Mandatory Takeover Bid Waivers

Generally, vote **for** proposals to waive mandatory takeover bid requirements provided that the event prompting the takeover bid is a repurchase by the company of its own shares. During a buyback of shares, the relative stake of a large shareholder increases even though the number of shares held by the large shareholder has not changed. In certain markets, the mandatory bid rules require a large shareholder to make a takeover offer if its stake in the company is increased on a relative basis as a result of a share repurchase by the company. Companies in such markets may seek a waiver from the takeover bid requirement applicable to their large shareholder.

Renew Partial Takeover Provision

Generally vote **for** the adoption of this proposal as this article provides protection for minority shareholders by giving them ultimate decision-making authority based on their own interests.

VI. MERGERS AND CORPORATE RESTRUCTURINGS

Control and Profit Transfer Agreements

Generally vote **for** management proposals to approve control and profit transfer agreements between a parent and its subsidiaries.

Expansion of Business Activities

Vote **for** resolutions to expand business activities unless the new business takes the company into risky areas.

Mergers and Acquisitions/ Issuance of Shares to Facilitate Merger or Acquisition

Proposals to merge one company with another, or for one company to acquire another are determined based on the long-term economic interest of the System. When evaluating the proposals, shareholders should weigh the cost to the company, market reaction, strategic rationale, the immediate and long-term benefits to shareholders, conflict of interests, whether the transaction is contested, and the resulting corporate governance changes.

Vote **against** if the companies do not provide sufficient information upon request to make an informed voting decision.

Related-Party Transactions

Evaluate resolutions that seek shareholder approval on related party transactions (RPTs), considering factors including, but not limited to, the following:

- the parties on either side of the transaction;
- the nature of the asset to be transferred/service to be provided;
- the pricing of the transaction (and any associated professional valuation);
- the views of independent directors (where provided);
- the views of an independent financial adviser (where appointed);
- whether any entities party to the transaction (including advisers) are conflicted; and
- the stated rationale for the transaction, including discussions of timing.

If there is a transaction that NHRS deemed problematic and that was not put to a shareholder vote, we may recommend against the election of the director involved in the related-party transaction or the full board.

Reorganizations/Restructurings

Proposals to approve reorganizations and restructurings are evaluated based on the long-term economic interest of the System. When evaluating such proposals, shareholders should consider if there are clear conflicts of interest among the various parties, if shareholder rights' are being negatively affected, or if certain groups or shareholders appear to be getting a better deal at the expense of general shareholders.

VII. COUNTRY OF INCORPORATION

Reincorporation Proposals

Proposals to change a corporation's country of incorporation should be examined based on the long-term economic interest of the System, giving consideration to both financial and corporate governance concerns including the following:

- Reasons for reincorporation;
- Comparison of company's governance practices and provisions prior to and following the reincorporation; and
- Comparison of corporation laws of original country and destination country

VIII. CAPITAL STRUCTURE

Adjust Par Value of Common Stock

Vote **for** management proposals to reduce par value of common stock.

Capitalization of Reserves for Bonus Issues/Increase in Par Value

Vote **for** requests to capitalize reserves for bonus issues of shares or to increase par value.

Debt Issuance Requests

Votes on non-convertible debt issuance requests with or without preemptive rights are evaluated based on their individual merits, demonstrated need, and long-term investment interests of the company. We will examine the potential impact the proposed authority may have on the company's debt ratio, and further compare the level with similar peers in the industry.

Vote **for** the creation/issuance of convertible debt instruments as long as the maximum number of common shares that could be issued upon conversion meets recommended guidelines on equity issuance requests.

Vote **for** proposals to restructure existing debt arrangements unless the terms of the restructuring would adversely affect the rights of shareholders.

Increases in Authorized Capital

Vote **for** non-specific proposals to increase authorized capital in line with local market best practice standards.

Vote **against** proposals to adopt unlimited capital authorizations.

Increase in Borrowing Powers

Votes on proposals to approve increases in a company's borrowing powers are evaluated based on their individual merits, demonstrated need, and long-term investment interests of the company. We will examine the potential impact the proposed authority may have on the company's debt ratio, and further compare the level with similar peers in the industry.

Pledging of Assets for Debt

Votes on proposals to approve the pledging of assets for debt are evaluated based on their individual merits, demonstrated need, and long-term investment interests of the company. We will examine the potential impact the proposed authority may have on the company's debt ratio, and further compare the level with similar peers in the industry.

Preferred Stock

Vote **for** the creation of a new class of preferred stock or for issuances of preferred stock up to 50 percent of issued capital unless the terms of the preferred stock would adversely affect the rights of existing shareholders.

Vote **for** the creation/issuance of convertible preferred stock as long as the maximum number of common shares that could be issued upon conversion meets ISS guidelines on equity issuance requests.

Vote **against** the creation of a new class of preference shares that would carry superior voting rights to the common shares.

Vote **against** the creation of blank check preferred stock unless the board clearly states that the authorization will not be used to thwart a takeover bid.

Votes on proposals to increase blank check preferred authorizations are evaluated based on the rationale for requested increase, the ability for the company to use the blank check preferred stock as a takeover defense, and whether the company has historically issued such stock for legitimate financing purposes.

Preemptive Rights

Vote **against** proposals requesting the issuance of shares with or without preemptive rights which are excessive under local market best practice standards.

Reduction of Capital

Vote **for** proposals to reduce capital for routine accounting purposes unless the terms are unfavorable to shareholders.

Generally, vote **for** proposals to reduce capital in connection with corporate restructuring, as opposition could lead to insolvency, which is not in the long-term economic interests of shareholders. Evaluation of this type of proposal should take a realistic approach to the company's situation and the future prospects for shareholders.

Reissuance of Repurchased Shares

Vote **for** requests to reissue any repurchased shares unless there is clear evidence of abuse of this authority in the past.

Share Repurchase Programs

Generally vote **for** share repurchase programs/market repurchase authorities, provided that the proposal meets local market best practice standards regarding:

- Maximum volume;

- Duration.

For markets that either generally do not specify the maximum duration of the authority or seek an excessive duration that is allowable under market specific legislation, we will assess the company's historic practice. If there is evidence that a company has sought shareholder approval for the authority to repurchase shares on an annual basis, we will support the proposed authority.

In addition, vote **against** any proposal where:

- The repurchase can be used for takeover defenses;
- There is clear evidence of abuse;
- There is no safeguard against selective buybacks;
- Pricing provisions and safeguards are deemed to be unreasonable in light of market practice.

We may support share repurchase plans with excessive volume under exceptional circumstances, such as one-off company specific events (e.g. capital restructuring). Such proposals will be assessed based on merits, which should be clearly disclosed in the annual report.

IX. EXECUTIVE COMPENSATION

Executive Compensation Plans

All compensation proposals will be reviewed based on local market best practice standards.

Director Remuneration and Compensation

Vote **for** proposals to award cash fees to non-executive directors unless the amounts are excessive relative to other companies in the country or industry.

Votes on non-executive director compensation proposals that include both cash and share-based components are determined based on whether the terms of the proposed compensation can effectively motivate participants to focus on long-term shareholder value and returns, while adhering to local market law, disclosure and best practice standards. However, we will typically vote **against** awarding stock option plans as compensation for non-executive directors.

Votes on proposals that bundle compensation for both non-executive and executive directors into a single resolution are determined based on whether the terms of the proposed compensation can effectively motivate participants to focus on long-term shareholder value and returns, while adhering to local market law, disclosure and best practice standards. However, we will typically vote **against** awarding stock option plans as compensation for non-executive directors.

Vote **against** proposals to introduce retirement benefits for non-executive directors.

Director and Statutory Auditor Retirement Plans

Vote **against** retirement plans for nonemployee directors and statutory auditors.

Vote **for** shareholder proposals to eliminate retirement plans for nonemployee directors and statutory auditors.

Remuneration Report

Management proposals seeking ratification of a company's remuneration policy are evaluated by considering a combination of local market law and best practice standards. We will typically oppose a company's remuneration policy if the proposed compensation policy/report was not made available to shareholders in a timely manner, or if the level of disclosure of the proposed compensation policy is below what local market best practice standards dictate.

X. SOCIAL AND ENVIRONMENTAL ISSUES

Social issue proposals will be considered based on their potential impact on the long-term economic interests of the company. Generally, we will abstain absent clear effect of proposal on share value.

Vote **against** proposals permitting companies to make political contributions. Businesses are affected by legislation at the federal, state, and local level; barring political contributions can put the company at a competitive disadvantage. (Predominantly seen in the U.K.).

Vote **abstain** on Black Economic Empowerment (BEE) transactions on a case-by-case basis. Factors considered include the overall dilutive impact, the structure of the transaction and the identity of the company's chosen BEE partners. Proposals which are genuinely broad-based are more appealing than those which stand to benefit a narrow group of investors, as are those which have a long-term timeframe. (South Africa specific).

Vote **abstain** on proposals restricting a company from making charitable contributions. Charitable contributions are generally useful for assisting worthwhile causes and for creating goodwill in the community. In the absence of bad faith, self-dealing, or gross negligence, management should determine which, and if, contributions are in the best interests of the company. (Predominantly seen in Turkey, Egypt, Sri Lanka, Oman markets).

Vote **abstain** on proposals to approve, accept, or amend Corporate Social Responsibility Charters, Policies, or Reports. (Predominantly seen in Saudi Arabia, Qatar, and Spain).

Securities Lending Policy

New Hampshire Retirement System
Securities Lending Policy

This policy governs the System's direct lending program. The direct lending program covers securities directly owned by NHRS in separately managed accounts. This policy does not address indirect lending, where securities are lent from commingled investment funds.

Securities lending occurs when the System loans a security to a borrower, such as a broker-dealer or a bank, for cash or non-cash collateral pursuant to an agreement to return the identical security to NHRS in the future. Securities are borrowed for a number of reasons, including settlement of short sales and to cover hedges, options, arbitrage positions and settlement fails. Consequently, the borrower receives custody of the loaned security and has the right to resell it. The borrower, however, is obligated to return the exact same security at the end of the loan period and to make the System whole for dividends, interest, and other distributions as if the security remained in the System's portfolio during the loan period. The System does not retain the right to vote on any proxies for a given security during the period the security is on loan.

Due to the current relationship of risk to reward involved in securities lending, and the limited earning potential associated with this activity due to very low interest rates, the NHRS no longer participates in the practice of securities lending.

April 10, 2012

Securities Litigation Policy

New Hampshire Retirement System
Securities Litigation Policy
Amended by NHRS Board of Trustees on October 13, 2026

I. Purpose and Intent

The purpose of the New Hampshire Retirement System (NHRS) Securities Litigation Policy is to establish procedures and guidelines for monitoring and participating in domestic and international securities class action lawsuits or similar litigation impacting the investment portfolio, when appropriate to protect NHRS' interests.

II. Assumptions

A. The authority to pursue claims is delegated to the Legal Department. Legal staff may retain outside consultants to assist in monitoring securities litigation cases, identifying those cases that potentially involve NHRS' assets and evaluating NHRS' potential losses and chances of recovery.

B. Legal staff may also retain outside counsel to assist in identifying and evaluating other types of claims resulting in investment losses and assessing potential financial interest, particularly claims pursuant to antitrust laws or the Commodity Exchange Act. Such retention would include assessing NHRS' potential financial interest in pursuing litigation for such claims to the extent possible.

C. Legal staff will attempt to ensure that NHRS obtains its fair share of any recovery in such cases where NHRS has a valid claim. Where the size of NHRS' potential loss in a particular case justifies involvement, Legal staff will monitor and/or participate in the case as appropriate. Alternatively, in cases where it may be difficult to assess NHRS' potential recovery, and if the case appears to have a potentially significant interest and has merit, Legal staff shall determine whether NHRS will participate in such cases. Additionally, Legal staff may also monitor and/or object to attorneys' fee requests made in cases where NHRS has standing to file a claim. Investment staff monitors foreign securities fraud litigation cases, and in consultation with Legal, determines whether NHRS will participate in such cases.

D. When deciding whether to pursue lead plaintiff status in securities litigation class actions or class actions alleging alternative theories of liability for investment losses, Legal staff will consult with the Executive Director and the Chief Investment Officer and seek Board approval before participating as lead plaintiff.

E. The implementation of this policy should not place an inordinate burden on NHRS Legal staff. Existing resources should be used to keep the Board apprised of the

status of the filing and settlement of securities class action cases or other class action litigation impacting NHRS' investment portfolio.

III. Policy Guidelines

A. Review of Class Action Filings. Investment and Legal staff shall monitor the filing and settlement of securities class actions.

B. Active Case Monitoring. Where the potential amount NHRS could recover in a case is sufficiently large and the case has merit, Legal staff shall determine whether NHRS should actively monitor and/or actively participate in the litigation.

C. Participation in Settlement. Investment and Legal staff shall develop and implement procedures for ensuring that timely claims are submitted on behalf of NHRS in all appropriate securities class action settlements as well as other class action litigation impacting the portfolio.

D. Procedure Development. Legal staff will develop and implement procedures for filing objections to attorneys' fees requests made by plaintiffs' counsel(s) where appropriate in securities class action settlements.

E. Reports to the Board and IIC. Investment and Legal staff shall report annually to the Board regarding those cases which are being monitored and cases in which NHRS has taken an active role. Legal staff shall keep the Board apprised of any unusual or extraordinary events as they occur.

IV. Policy Review

This policy shall be reviewed by the Governance Committee at least every three (3) years to ensure that it remains relevant and appropriate.

Private Markets Disclosure Policy

New Hampshire Retirement System
Private Markets Disclosure Policy
Amended by NHRS Board of Trustees on June 13, 2017

I. Purpose and Intent

The New Hampshire Retirement System ("NHRS") is committed to providing the highest degree of public disclosure and transparency of its financial operations not in conflict with its paramount fiduciary duty to act solely in the interest of its members and beneficiaries and to prudently maximize a risk-adjusted return on NHRS assets for their exclusive benefit. With respect to those private market investments (including these asset types: all private equity, absolute return, and non-direct real estate funds) in which NHRS is invested, and recognizing its general public obligation to be transparent and accountable subject to that fiduciary duty of loyalty it owes to its members and beneficiaries, NHRS's disclosure policy is guided by the following principles:

1. The fiduciary duty of NHRS is to prudently maximize a risk-adjusted return on fund assets solely in the interest of and for the exclusive benefit of its members and beneficiaries.

2. NHRS's Board of Trustees and Independent Investment Committee (IIC) manage NHRS's investments with as much transparency as possible, recognizing it is a public body accountable in the first instance to its members and then also to the general public.

3. However, when the general policy favoring transparency is seen to conflict with the Board's and IIC's express fiduciary duty to act solely in the interest of and for the exclusive benefit of its members, it must act in the best interests of its members.

II. Policy

A. Quarterly Disclosure. On balance, and upon careful consideration, the Board has concluded that public disclosure of the periodic investment performance by asset type of those private market investment funds in which NHRS is invested would neither interfere with the operation of those funds nor impede the fiduciary duty owed to NHRS's members and beneficiaries. Accordingly, NHRS, on a quarterly basis, shall compile, post on its website, and make available for public inspection a report disclosing private market investment information, as outlined below:

1. Date of commitment and the total amount committed for each fund;

2. The type of fund (e.g. buyout, mezzanine, venture, real estate);

3. A column for relationship disclosure (any connection that investment staff or any Trustee or investment committee member has with a partnership or the general partners will be disclosed in detail in footnotes);

4. The asset type internal rate of return (IRR);

5. The asset type contribution amount;

6. The asset type distribution amount; and

7. The asset type market value.

These disclosures will provide substantial relevant information to members, their beneficiaries, and the public. They provide the financial extent of NHRS's private market program, and of each asset type, their scale relative to the total portfolio, the names and numbers of partnerships in which NHRS is invested, their type, whether NHRS is invested in more than one generation of a fund, where the program for each asset type stands relative to its allocation (over-invested or under-invested), how much over-commitment has been made to achieve the invested target (potential liability), what the quarterly cash flows are with regard to the program, the return (success, or lack thereof) of the program, and whether cash is being paid out (invested) or received, on balance. If any funds are bought or sold, that will also be apparent. All transactions, including other important information, are reported through the IIC and captured in the meeting minutes.

B. Nondisclosure. The following information will not be regularly disclosed by NHRS, subject to the exception provided below:

NHRS does not provide information publicly on the internal rates of return on individual partnerships in the portfolio and does not provide sufficient detail for the public to calculate it. This is consistent with the fact that NHRS does not provide returns on individual public investments such as common stocks or bonds held in portfolios. This level of detail is not needed for our constituents to evaluate the performance of the portfolio, or the program, and it distracts attention from the information NHRS does provide which is sufficient to assess success, risks and other relevant program metrics.

As to that additional information specifically concerning underlying investments or portfolio companies in NHRS private market investment portfolios, NHRS recognizes a material adverse effect on the ability of such funds to succeed in their investment activities, objectives, and negotiations that would result from public disclosure of such confidential and proprietary financial information. The business impairment of such compromised funds of course would immediately translate to a direct and negative impact on the economic interests of NHRS, its members and beneficiaries.

In addition to causing substantial harm to the competitive position of those funds and portfolio companies in which NHRS is invested, such public disclosure would likely result in degraded reporting to NHRS of that financial information and reduced opportunities to participate in future private market investments. Therefore, such confidential and proprietary information as may detail a fund's portfolio companies, underlying investments, investment management and sponsor fees, or otherwise exist

outside the scope of those items included in the quarterly report described above are exempt from public inspection and may not be disclosed.

Exception: In the event of a valid Right to Know request submitted to NHRS pursuant to RSA 91-A, the Board of Trustees may authorize NHRS staff, after consultation with the IIC, to disclose any information that would otherwise not be subject to disclosure (as noted above) if NHRS staff either previously has or, in response to such an information request, subsequently does confirm and document through direct communication with the private market investment sponsor/manager that such information may be disclosed by NHRS.

SECTION II

Accountability Matrix

New Hampshire Retirement System
Accountability Matrix

Total Fund Investment Policy[1]

Function	Independent Investment Committee	Board	Chief Investment Officer and Investment Team	Legal Counsel	Investment Consultants	Actuary
1. Establishing (and modifying when necessary) investment policy, which includes risk tolerances and investment objectives	Recommends 100-A:14-b, III; A:15, I-a(b) & VII(c)	Decides 100-A:15, I; I-a(b) & (c) & VII(c)	Provides advice/analysis		Provides advice/analysis	Provides input
2. Establishing asset allocation targets and ranges	Recommends A:15, VII(c)(2)	Decides A:15, VII(c)(2)	Provides advice/analysis		Provides advice/analysis	Provides input
3. Determining Investment Committee's philosophy for investing assets	Decides A:15, VII(a)	Reviews A:15, VII(a)	Provides advice/analysis			
4. Rebalancing procedures	Decides A:15, I, II-a(b) & VII(c)(2)	Reviews A:15, I-a(c) & VII(c)(2)	Provides advice/analysis		Provides advice/analysis	
5. Monitoring policy compliance	Reviews and assigns responsibility A:15, I-a(a)	Reviews A:15, I-a(a)	Oversees		Serves as a double check	
6. Ensuring statutory compliance of investments parameters	Reviews quarterly A:15, I-a(a)	Reviews annually A:15, I-a(a)	Monitors compliance	Reviews for legal compliance	Abides by parameters	
7. Monitoring Total Fund performance	Reviews and reports to the Board quarterly A:15, II-a(c)	Reviews quarterly IIC reports A:15, II-a(c)	Provides advice/analysis		Provides advice/analysis	
8. Completing comprehensive annual investment report (as outlined in HB 1645)	Prepares A:15, VII	Approves A:15, VII	Provides assistance	Provides assistance	Provides assistance	Provides assistance

[1] Items in red are responsibilities dictated by statute.

February 11, 2025

Global Equity[2]

Function	Independent Investment Committee	Board	Chief Investment Officer and Investment Team	Legal Counsel	Investment Consultants
1. Determining global equity asset class guidelines (active vs. passive, style, limitations, etc.)	Decides A:15, I-a(a)	Reviews A:15, I-a(a)	Provides advice/analysis		Provides advice/analysis
2. Setting and reviewing domestic and international equity benchmarks	Decides A:15, I-a(a)	Reviews A:15, I-a(a)	Provides Advice/Analysis		Provides advice/analysis
3. Determining number and types of managers for the asset class	Decides A:14-b, III; A:15, II-a(b)	Reviews A:15, I-a(a)	Provides advice/analysis		Provides advice/analysis
4. Selecting external investment managers	Decides A:14-b, III; A:15, II-a(b)	Monitors A:15, I-a(a)	Recommends	Reviews contracts	Influences/ recommends
5. Monitoring compliance with asset class strategy and guidelines	Reviews and assigns responsibility A:15, VII(c)(3)	Reviews A:15, I-a(a) & VII(c)(3)	Oversees		Serves as a double check
6. Reviewing asset class performance	Reviews and reports to the Board quarterly A:15, II-a(c)	Reviews quarterly IIC reports A:15, II-a(c)	Provides advice/analysis		Provides advice/analysis
7. Monitoring performance of external investment managers	Reviews on on-going basis A:14-b, III; A:15, VII(c)(3)	Reviews quarterly reports A:15, II-a(c)	Completes monitoring activities		Completes monitoring activities

[2] Items in red are responsibilities dictated by statute.

Global Fixed Income[3]

Function	Independent Investment Committee	Board	Chief Investment Officer and Investment Team	Legal Counsel	Investment Consultants
1. Determining global fixed income asset class guidelines (active vs. passive, style, limitations, etc.)	Decides A:15, I-a(a)	Reviews A:15, I-a(a)	Provides advice/analysis		Provides advice/analysis
2. Setting and reviewing asset class benchmarks	Decides A:15, I-a(a)	Reviews A:15, I-a(a)	Recommends		Provides advice/analysis
3. Determining number and types of managers for each asset class	Decides A:14-b, III; A:15, II-a(b)	Reviews A:15, I-a(a)	Provides advice/analysis		Provides advice/analysis
4. Selecting external investment managers	Decides A:14-b, III; A:15, II-a(b)	Monitors A:15, I-a(a)	Recommends	Reviews contracts	Influences/ Recommends
5. Monitoring compliance with asset class strategy and guidelines	Reviews and assigns responsibility A:15, VII(c)(3)	Reviews A:15, VII(c)(3)	Oversees		Serves as a double check
6. Reviewing performance of asset classes	Reviews and reports to the Board quarterly A:15, II-a(c)	Reviews quarterly IIC reports A:15, II-a(c)	Provides advice/analysis		Provides advice/analysis
7. Monitoring performance of external investment managers	Reviews on on-going basis A:14-b, III; A:15, VII(c)(3)	Reviews quarterly reports A:15, II-a(c)	Completes monitoring activities		Completes monitoring activities

[3] Items in red are responsibilities dictated by statute.

Real Estate [4]

Function	Independent Investment Committee	Board	Chief Investment Officer and Investment Team	Legal Counsel	Investment Consultants
1. Determining real estate asset class guidelines (diversification, style, limitations, etc.)	Decides A:15, I-a(a)	Reviews A:15, I-a(a)	Provides advice/analysis		Provides advice/analysis
2. Setting and reviewing asset class benchmarks	Decides A:14-b, III; A:15, VII	Reviews A:15, VII	Provides advice/analysis		Provides advice/analysis
3. Determining number and types of managers for the asset class	Decides A:14-b, III; A:15, II-a(b)	Reviews A:15, I-a(a)	Provides advice/analysis		Provides advice/analysis
4. Selecting external investment management firms	Decides A:14-b, III; A:15, II-a(b)	Monitors A:15, I-a(a)	Recommends	Reviews contracts	Influences
5. Monitoring compliance with policy	Reviews and assigns responsibility	Reviews A:15, I-a(a)	Oversees		Serves as a double check
6. Reviewing performance of the asset class	Reviews and reports to the Board quarterly A:15, II-a(c)	Reviews quarterly IIC reports A:15, II-a(c)	Provides advice/analysis		Provides advice/analysis
7. Monitoring performance of external investment managers	Reviews on on-going basis A:14-b, III; A:15, VII(c)(3)	Reviews quarterly reports A:15, II-a(c)	Completes monitoring activities		Completes monitoring activities
8. Valuation of real estate	Reviews quarterly A:15, I-a(b)(3); A:15, VII(c)(3)	Monitors A:15, I-a(a)	Ensures valuations are completed		Assists as needed
9. Executing purchase and sale agreements on real estate	Reviews quarterly A:15, II-a(b) & VII(c)(3)		Ensures valuations are completed	Reviews contracts	

4 Items in red are responsibilities dictated by statute.

Private Markets Policy[5]

Function	Independent Investment Committee	Board	Chief Investment Officer and Investment Team	Legal Counsel	Investment Consultants
1. Determining private markets class guidelines (style, diversification, limitations, etc.)	Decides A:15, I-a(a)	Reviews A:15, I-a(a)	Provides advice/analysis		Provides advice/analysis
2. Setting and reviewing asset class benchmarks	Decides A:14-b, III; A:15, VII	Reviews A:15, VII	Provides advice/analysis		Provides advice/analysis
3. Approving number and types of external managers	Decides A:14-b, III; A:15, II-a(b)	Monitors A:15, I-a(a)	Provides advice/analysis		Provides advice/analysis
4. Selecting external investment management firms	Decides A:14-b, III; A:15, II-a(b)	Monitors A:15, I-a(a)	Recommends	Reviews contracts	Influences
5. Monitoring compliance with policy	Reviews and assigns responsibility A:15, VII(c)(3)	Reviews A:15, I-a(a)	Oversees		Serves as a double check
6. Reviewing performance of the asset class	Reviews and reports to the Board quarterly A:15, II-a(c)	Reviews quarterly IIC reports A:15, II-a(c)	Provides advice/analysis		Provides advice/analysis
7. Monitoring performance of external investment managers	Reviews on on-going basis A:14-b, III; A:15, VII(c)(3)	Reviews quarterly reports A:15, II-a(c)	Completes monitoring activities		Completes monitoring activities
8. Valuation of private equity	Reviews quarterly A:15, I-a(b)(3); A:15, VII(c)(3)		Ensures valuations are completed		Assists as needed
9. Executing partnership agreements on private equity	Reviews quarterly A:14-b, III; A:15, II-a(b)		Ensures agreements are executed	Reviews agreements	

5 Items in red are responsibilities dictated by statute.

Selection and Monitoring of Investment Managers[6]

Function	Investment Committee	Board	Chief Investment Officer and Investment Team	Legal Counsel	Investment Consultants
1. Selecting specific external investment management firms	Decides A:14-b, III; A:15, II-a(b)	Monitors A:15, I-a(a)	Recommends	Reviews contracts	Influences
2. Conducting due diligence meetings and activities	Reviews staff/consultants A:15, I-a(a); A:15, VII(c)(3); A:15, (c)(3)		Completes investment manager due diligence		Completes independent due diligence activities
3. Developing individual manager guidelines			Recommends	Reviews	Provides advice/analysis
4. Executing investment manager contracts			Approves	Conducts legal diligence	Provides assistance
5. Monitoring performance of external investment managers	Reviews on on-going basis A:14-b, III; A:15, VII(c)(3)	Reviews quarterly reports A:15, II-a(c)	Completes monitoring activities		Completes monitoring activities

6 Items in red are responsibilities dictated by statute.

Selection of Other Service Providers[7]

Function	Independent Investment Committee	Board	Chief Investment Officer and Investment Team	Legal Counsel	Investment Consultant
1. Selecting (and periodically reviewing) custodian banks	Decides A:15, II-a(a)	Monitors A:15, I-a(a)	Influences	Reviews contract	Influences
2. Selecting (and periodically reviewing) general investment consultant	Recommends A:14-b, III	Decides A:15, II(c)	Provides input	Reviews contract	
3. Selecting (and periodically reviewing) specialty investment consultants	Recommends A:14-b, III	Decides A:15, II(c)	Provides input	Reviews contract	
4. Selecting (and periodically reviewing) the fund's actuary		Decides A:15, II(a)	Influences	Reviews contract	
5. Selecting (and periodically reviewing) outside legal counsel for investment issues		Decides A:15, IV	Influences	Recommends	
6. Selecting (and periodically reviewing) proxy voting service provider		Approves A:15, I-a(a)	Recommends	Oversees/Recommends/Reviews Contract	Influences
7. Selecting (and periodically reviewing) transition managers	Decides A:14-b, III; A:15, II-a(b)	Reviews A:15, I-a(a)	Recommends	Reviews contract	Influences
8. Selecting (and periodically reviewing) transaction analysis provider	Decides A:15, II-a(b)	Reviews A:15, I-a(a)	Recommends	Reviews contract	Influences

7 Items in red are responsibilities dictated by statute.

Proxy Voting

Function	Investment Committee	Board	Executive Director or Chief Investment Officer	Legal Counsel	Investment Consultant
1. Setting (and modifying) proxy voting policy		Decides A:15, I-a(a)	Recommends	Provides input	Provides advice/analysis
2. Identifying proxy voting issues and positions		Decides A:15, I-a(a)	Provides advice/analysis	Provides input	Provides advice/analysis
3. Monitoring proxy voting activity		Reviews annually A:15, I-a(a)	Prepares		
4. Approving exceptions to the policy		Reviews annually A:15, I-a(a)	Oversees/ recommends	Provides input	Provides advice/analysis
5. Ensuring policy compliance		Reviews annually A:15, I-a(a)	Oversees	Provides input	Provides advice/analysis

Securities Lending

Function	Investment Committee	Board	Executive Director or Chief Investment Officer	Legal Counsel	Investment Consultant
1. Setting (and modifying) securities lending policy	Provides Input A:15, I-a(a)	Decides A:15, I-a(a)	Provides advice/analysis	Provides input	Provides advice/analysis
2. Creating and updating securities lending guidelines	Approves A:15, I-a(a)	Reviews A:15, I-a(a)	Recommends	Provides input	Provides advice/analysis
3. Monitoring securities lending activity	Reviews and assigns responsibility A:15, I-a(a)	Reviews A:15, I-a(a)	Oversees	Provides input	Provides advice/analysis
4. Ensuring policy compliance	Reviews and assigns responsibility A:15, I-a(a)	Reviews A:15, I-a(a)	Oversees	Provides input	Provides advice/analysis

SECTION III

Independent Investment Committee Charter

New Hampshire Retirement System
Independent Investment Committee Charter

Revisions approved at the November 22, 2019 Independent Investment Committee meeting.

Purpose

The Independent Investment Committee (IIC) was established by Chapter 300 of the 2008 Session Laws with an effective date of January 1, 2009. The purpose of the IIC is to invest the funds of the New Hampshire Retirement System ("NHRS" or "System") in accordance with the policies approved by the NHRS Board of Trustees (the Board). The IIC will also make recommendations to the Board on investment policy, prepare a comprehensive annual investment report, and provide quarterly investment program updates to the Board.

As fiduciaries, the IIC members must exercise the highest degree of care, skill, prudence, and loyalty to beneficiaries of the trust funds.

Authority

The IIC is granted authority as outlined in statute, as may be amended from time to time, and as summarized below. The IIC has the authority to invest and reinvest fund assets in accordance with the policy set by the Board, and in recognition of the assumed rate of return set by the Board. Furthermore, the IIC has the authority to hire and terminate investment managers, and the custodian, and other related investment agents, consistent with statute.

The IIC has the authority to review research data, historical information, consultants' reports, and other documents it deems reasonably necessary to form an opinion on the capabilities of the investment managers and related agents, custodian, and investment consultant of the fund. The Committee is allowed to ask any questions of the firms that are relevant to the services they perform on behalf of the trust funds.

The IIC also has the authority to call upon the NHRS Executive Director, Director of Investments or his or her designee, legal counsel, investment consultant, actuary, and auditor to assist it in carrying out its responsibilities.

Implementation of IIC decisions and directives is delegated to NHRS staff.

Composition

The IIC consists of not more than 5 members. Three members, who shall not be members of the NHRS Board, will be appointed by the Governor with the consent of the Executive Council. Up to two members, who will be members the NHRS Board, will be appointed by the chairperson of the NHRS Board of Trustees. All members of the IIC shall have

substantial experience in the field of institutional investments or finance (beyond experience as a trustee of the New Hampshire Retirement System).

Meetings
The IIC shall set an annual calendar and generally meet monthly. All committee members are expected to attend each meeting in person. Meetings will be held in accordance with New Hampshire open meeting requirements under RSA 91-A. The Committee may invite members of staff or others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to Committee members, along with appropriate briefing materials. Minutes of the meeting discussions and decisions will be prepared by staff. Any Trustee may attend the Committee's meetings.

Staffing
The Director of Investments will act as staff liaison to the Committee. NHRS staff will assist the Committee in the discharge of its responsibilities.

Statutory Obligation to Act as Fiduciary (excerpts from RSA 100-A:15):
"I-a.(a) A trustee, independent investment committee member, or other fiduciary shall discharge duties with respect to the retirement system:

(1) Solely in the interest of the participants and beneficiaries;

(2) For the exclusive purpose of providing benefits to participants and beneficiaries and paying reasonable expenses of administering the system;

(3) With the care, skill, and caution under the circumstances then prevailing which a prudent person acting in a like capacity and familiar with those matters would use in the conduct of an activity of like character and purpose;

(4) Impartially, taking into account any differing interests of participants and beneficiaries;

(5) Incurring only costs that are appropriate and reasonable; and

(6) In accordance with a good-faith interpretation of the law governing the retirement system.

(b) In investing and managing assets of the retirement system pursuant to subparagraph (a), a trustee or independent investment committee member with authority to invest and manage assets:

(1) Shall consider among other circumstances:

(A) General economic conditions;

(B) The possible effect of inflation or deflation;

(C) The role that each investment or course of action plays within the overall portfolio of the retirement system;

(D) The expected total return from income and the appreciation of capital;

(E) Needs for liquidity, regularity of income, and preservation or appreciation of capital; and

(F) The adequacy of funding for the system based on reasonable actuarial factors;

(2) Shall diversify the investments of the retirement system unless the trustee or independent investment committee member reasonably determines that, because of special circumstances, it is clearly prudent not to do so;

(3) Shall make a reasonable effort to verify facts relevant to the investment and management of assets of a retirement system; and

(4) May invest in any kind of property or type of investment consistent with this section.

(c) The board of trustees shall adopt a statement of investment objectives and policy for the retirement system as provided in subparagraph VII(c).

I-b. Paragraph 1-a shall apply to all board members, independent investment committee members, and other fiduciaries, as well as staff and vendors to the extent they exercise any discretionary authority or discretionary control respecting management of the retirement system or exercise any authority or control respecting management or disposition of its assets, or they render investment advice for a fee or other compensation, direct or indirect, with respect to any monies or other property of the retirement system, or have any authority or responsibility to do so, or they have any discretionary authority or discretionary responsibility in the administration of the retirement system.

I-c. The fiduciary obligations of the members of the board of trustees and the independent investment committee are paramount to any other interest a trustee or independent investment committee member may have arising from another role or position that he or she holds, including the position which qualified the person for appointment to the board of trustees or independent investment committee."

Responsibilities of the Committee

The IIC has the following responsibilities:

- Determine the IIC's philosophy for investing the assets of the System;
- Recommend changes in the Investment Policy to the Board;
- Review, with the assistance of the investment consultant or Director of Investments or his or her designee, the performance of the fund, asset classes, and investment managers versus the benchmarks set forth in the Investment Policy;
- Select and, as appropriate, terminate the investment managers or related investment agents, consistent with statute;
- Develop appropriate benchmarks for investment managers;
- Appoint and periodically review a custodian bank for the assets;

- Report to the Board at least quarterly on the management, investment, and reinvestment activities of the IIC;
- Recommend an investment consultant to the Board;
- Prepare a Comprehensive Annual Investment Report as outlined in statute for review and approval by the Board;
- Suggest legislative changes to the Board; and,
- Maintain an orientation and education program for Committee members.

Responsibilities of the Committee Members

Individual Committee members have the following responsibilities:

- Discharge duties solely in the interest of the members and beneficiaries and for their exclusive benefit;
- Observe relevant policies and procedures of NHRS such as those covering Code of Ethics, disclosure, confidentiality, travel, and communications;
- Observe appropriate distinctions in roles and responsibilities with NHRS staff, service providers, IIC members and Trustees;
- Be informed about the System's investment policies and remain current on developments in the pension and public fund industry;
- Work constructively with other IIC members ;
- Interact appropriately with NHRS staff, outside service providers, and the full Board
- Be prepared and regularly attend IIC meetings;
- Respect open meeting laws by not convening meetings with fellow IIC members to discuss NHRS business outside the properly noticed meetings;
- Maintain co-fiduciary responsibility; and,
- Live up to high ethical standards and avoid the appearance of impropriety.

Reporting to the NHRS Board of Trustees

By statute the IIC is required to provide quarterly and annual investment reports to the Board.

The quarterly investment reports will be provided to the Board in advance of its scheduled meetings. They will include, at a minimum, the following:

- Review of the performance of the total fund, asset classes, and investment managers' versus benchmarks;
- Comparison of the fund's actual asset allocations versus target allocations, with explanation of deviations; and,
- Summary of actions taken which involved moving investment proceeds or assets during the period (such as liquidity events, rebalancing, manager hire or termination).

In addition to the items above, supplemental information for the annual period ending June 30th will be provided to the Board. Each year the IIC will also present the Comprehensive Annual Investment Report. It will include, at a minimum, the following:

- A description of the IIC's investment philosophy, including a summary of any significant changes to that philosophy that have occurred since the last annual report;
- A review of the Investment Policy with any recommended changes, including asset class target allocations and allowable ranges;
- A summary of compliance with the Investment Policy, including an explanation for exceptions and steps taken to return to compliance;
- An analysis of returns on investment by investment category;
- Summary of changes to investment structure or portfolio managers;
- An assessment of the current asset structure to determine if it will allow the funds to reach its long range objectives, and any recommended changes;
- Statement of investment costs;
- Summary of any other relevant investment program developments, including those affecting securities lending, proxy voting, divestment, etc.;
- Any suggested changes in legislation which are requested to better serve the members of the System; and,
- Other items as required by statute

Upon approval of this Comprehensive Annual Investment Report by the Board, it will be submitted to the President of the Senate, the Speaker of the House, and the Governor.

As the IIC is also responsible for recommending an investment consultant to the Board of Trustees, the IIC will provide a report, upon request from the Board, which may include any of the following:

- An assessment of the current investment consultant;
- A recommendation to retain, competitively review, or terminate the investment consultant; and,
- An assessment of proposals from investment consultants, including a recommendation for an investment consultant.

Governance

The IIC will elect a chairperson for the term of the person on the IIC, or until a successor is chosen, from among the Committee members who will have the following responsibilities:

- Communicating with the chairperson of the NHRS Board of Trustees, the NHRS Executive Director, and the Director of Investments or his or her designee, on a regular basis;
- Setting the schedule and agendas for the meetings;
- Conducting the IIC meetings or appointing another IIC member to conduct them in his or her absence;
- Calling special or emergency meetings, when necessary;
- Enforcing the governing policies of the IIC; and,
- Scheduling and attending new member orientations.

SECTION IV

Asset Class Guidelines

Global Equity Investment Guidelines

Purpose: The Global Equity allocation provides the assets of the System with broad participation in global equity markets, including both domestic and international equities. This diversified allocation, across various styles, capitalizations, and geographies, aims to maximize long-term total returns while mitigating risk through geographical and sector diversification.

Allocation: The target allocation to Global Equity is 40% of the Total Fund, with an allowable range of 30 – 50%.

Structure: The Global Equity portfolio is structured to incorporate both active and passive management strategies. Active management is utilized where there is the greatest potential for alpha generation, while passive management is employed in regions or sectors where alpha generation is difficult to obtain, focusing instead on low-cost, efficient beta exposure. The portfolio is diversified across styles, capitalizations, and geographies, with a focus on areas where active management is expected to add value. Global Equity will encompass the Domestic Equity asset class and the Non-US Equity asset class.

Domestic Equity: The Domestic Equity portion is primarily managed with both active and passive strategies, with a minimum of 50% allocated to passive, large-cap equity securities domiciled in the US.

Non-U.S. Equity: The Non-U.S. Equity portion is predominantly actively managed and diversified across global markets, including developed and emerging markets excluding the US. Passive management may be used if determined to be beneficial by Investment Team and the Independent Investment Committee (IIC).

Custody: All Global Equity securities, including both Domestic and Non-U.S. equities, shall be maintained in the custody and safekeeping of the System's master custodian bank. Commingled fund assets may be held in custody at the discretion of the fund manager.

Use of Commingled Funds: Mutual funds, Collective Investment Trusts, and other types of commingled investment vehicles provide, under some circumstances, lower costs and better diversification than can be obtained with a separately managed account pursuing the same investment objectives. However, commingled investment funds cannot customize investment guidelines to the specific needs of individual clients. The Independent Investment Committee (IIC) is willing to accept the policies of such funds in order to achieve the lower costs and diversification benefits of commingled funds, as long as the commingled guidelines are consistent with the spirit of those specified herein and the underlying individual investment manager portfolio-level guidelines. The IIC relies on the Investment Team and the Investment Consultant to assess and monitor the investment policies of any commingled fund used by the System.

Attached as Appendix A to the Investment Manual, as such appendix may be amended from time to time without further action of the Board, is a list of documents adopted as part of the Investment Policy Manual in connection with an investment in or contribution of assets to a commingled vehicle.

Manager Guidelines for Separate Accounts: Portfolio-level guidelines are negotiated with each IIC-approved investment manager with the purpose of establishing agreed-upon parameters for the management of assets. These guidelines are generally based on the guidelines for the respective manager's composite portfolio and investment style; are reviewed by the Team in collaboration with the System's Investment Consultant; and are subject to execution by the Chief Investment Officer and the manager prior to implementation. Each manager will be granted full discretion within the context of their respective portfolio-level negotiated guidelines.

Managers are prohibited from deviating from their respective portfolio-level guidelines without prior written approval from the Chief Investment Officer. Any guideline violation must be reported by the manager in writing as soon as it is discovered (within 24 hours). Recommendations for guideline revisions are to be provided to the Chief Investment Officer in writing, and shall include the rationale for the changes and all relevant research. Any guideline revision requests are reviewed by the Chief Investment Officer in consultation with the System's Investment Consultant prior to approval. All substantive changes to manager guidelines will be reported to the IIC at the next meeting.

Permissible Investments: All eligible securities shall be traded in domestic markets and be of a class listed on a national securities exchange or traded in the over-the-counter market.

Permissible investments are defined within individual manager portfolio-level guidelines, and generally include:

- Common stocks, preferred stocks, and securities with equity characteristics (including, but not limited to, American Depository Receipts and Shares, warrants, and rights) of U.S. and foreign issuers
- European Depository Receipts listed and traded on major U.S. exchanges and in over-the-counter markets
- Securities convertible into common stocks
- 144A securities
- Futures contracts
- Exchange traded funds and similar vehicles
- Closed-end funds
- Private placements, Secondary Offerings, IPO investments and offers for sale
- Real Estate Investment Trusts and Income Trusts
- Short-term fixed income securities and cash equivalents

Prohibited Investments: Any security or strategy not specifically permitted in the respective manager portfolio guidelines requires written permission from the Chief Investment Officer prior to purchase.

Prohibited investments are defined within individual manager portfolio-level guidelines, and generally include:

- Short sales
- Margin transactions
- Use of leverage
- Stock in non-public corporations, private placements or other non-marketable issues
- Specialized investment vehicles
- Direct investments in commodities
- Direct investments in real estate
- Direct investments in Venture Capital
- Lettered stock
- Foreign securities other than those noted in *Permissible Investments* above
- Direct investments in oil, gas, or other mineral exploration or development programs

- **Concentration Limits:** The System shall closely monitor instances where its investments represent a significant component of a commingled fund or total assets under management (AUM) at the strategy level. If the System's positions become more than 20% of any commingled investment fund, or total strategy AUM, Investment Team will notify the IIC and the investment will be monitored to see if any changes are warranted.

Global Fixed Income Investment Guidelines

Purpose: The allocation to Global Fixed Income serves to provide income and potentially reduce volatility experienced in the equity markets, as well as offer an opportunity for return enhancement by investing in selected global debt sectors (for example, investment grade corporate bonds and high yield debt). A portion of the Global Fixed Income allocation is expected to be invested in U.S. Treasury securities or other government-related issues, which will potentially reduce risk within the portfolio.

Allocation: The current target allocation to Global Fixed Income is 25% of the Total Fund, with an allowable range of 18% – 32%.

Structure: The Global Fixed Income portfolio is currently 100% actively managed, as fixed income has been identified as an area in the capital markets where it is more likely that active management will add value. The portfolio is broadly diversified across global markets, sectors, securities and maturities. Active management is focused where there is the greatest potential for alpha generation. Passive management is focused where alpha generation has been demonstrated to be difficult to obtain while also allowing the ability to gain low-cost efficient beta exposure. Passive management may be utilized if determined to be beneficial by the Independent Investment Committee (IIC).

Component	Allocation Target*
Core	Minimum of 60%

* As a percentage of Global Fixed Income.

The Global Fixed Income Core component is defined as securities held within the Bloomberg Barclays U.S. Aggregate Index which measures the investment grade, U.S. dollar-denominated, fixed-rate taxable bond market. The index includes U.S. Treasuries, government-related and corporate securities, mortgage backed securities, asset backed securities, and commercial mortgage backed securities. TIPS, 144a securities with registration rights and permanent 144a securities are also permitted.

Custody: All Global Fixed Income securities shall be maintained in the custody and safekeeping of the System's master custodial bank. Commingled fund assets, however, are held in custody at the discretion of the fund manager.

Use of Commingled Funds: Mutual funds, Collective Investment Trusts, and other types of commingled investment vehicles provide, under some circumstances, lower costs and better diversification than can be obtained with a separately managed account pursuing the same investment objectives. However, commingled investment funds cannot customize investment guidelines to the specific needs of individual clients. The IIC is willing to accept the policies of such funds in order to achieve the lower costs and diversification benefits of commingled funds, as long as the commingled guidelines are consistent with the spirit of those specified herein and the underlying individual investment manager portfolio-level guidelines. The IIC relies on the Team and the Investment

Consultant to assess and monitor the investment policies of any commingled fund used by the System.

Attached as Appendix A to the Investment Manual, as such appendix may be amended from time to time without further action of the Board, is a list of documents adopted as part of the Investment Policy Manual in connection with an investment in or contribution of assets to a commingled vehicle.

Manager Guidelines for Separate Accounts: Portfolio-level guidelines are negotiated with each IIC-approved investment manager with the purpose of establishing agreed-upon parameters for the management of assets. These guidelines are generally based on the guidelines for the respective manager's composite portfolio and investment style; are reviewed by the Team in collaboration with the System's Investment Consultant; and are subject to execution by the Chief Investment Officer and the manager prior to implementation. Each manager will be granted full discretion within the context of their respective portfolio-level negotiated guidelines.

Managers are prohibited from deviating from their respective portfolio-level guidelines without prior written approval from the Chief Investment Officer. Any guideline violation must be reported by the manager in writing as soon as it is discovered (within 24 hours). Recommendations for guideline revisions are to be provided to the Chief Investment Officer in writing, and shall include the rationale for the changes and all relevant research. Any guideline revision requests are reviewed by the Team and the System's Investment Consultant prior to approval. All substantive changes to manager guidelines will be reported to the IIC at the next meeting.

Permissible Investments: Permissible investments are defined within individual manager portfolio-level guidelines, and generally include:

- U.S. Treasuries and U.S. Treasury Inflation Protected Securities
- Obligations of U.S. Federal Agencies and Government Sponsored Enterprises (GSEs)
- Foreign Sovereign Debt
- Small Business Administration Securities
- Municipal Securities
- Corporate Obligations, including but not limited to, Convertible Bonds
- Foreign Sovereign Debt
- Structured Securities including Asset Backed Securities; Collateralized Mortgage Obligations; Commercial Mortgage Backed Securities; Residential Mortgage Backed Securities
- Zero Coupon Securities
- Non-Sovereign Government/Non-Supranational Debt
- Emerging Market Debt
- Forward exchange contracts/currency derivatives, when used to protect the U.S. Dollar value of the portfolio, dampen portfolio volatility, or to facilitate the settlement of securities

- Private Placements, including 144A securities
- Exchange traded funds and similar vehicles
- Common Stock (shall not exceed 5% of the market value of any individual manager)
- Preferred Stock (shall not exceed 20% of the market value of any individual manager)
- Capital Securities
- Trust Preferred Securities
- Real Estate Investment Trust debt
- Short-term fixed income securities and cash equivalents

Prohibited Investments: Any security or strategy not specifically permitted in the respective manager portfolio guidelines requires written permission from the Chief Investment Officer prior to purchase.

Prohibited investments are defined within individual manager portfolio-level guidelines, and generally include:

- Short Sales
- Margin transactions
- Use of leverage
- Specialized investment vehicles
- Direct investments in commodities
- Direct investments in real estate
- Direct investments in Venture Capital
- Direct investments in oil, gas, or other mineral exploration or development programs

Concentration Limits:

- The System shall closely monitor instances where its investments represent a significant component of a commingled fund or total assets under management (AUM) at the strategy level. If the System's positions become more than 20% of any commingled investment fund, or total strategy AUM, the Team will notify the IIC and the investment will be monitored to see if any changes are warranted.

Private Markets Guidelines

Purpose: Private markets investments or alternative investments represent non-traditional vehicles that do not fit within conventional investment asset classes. These investments aim primarily to achieve superior risk-adjusted returns. They may also exhibit a low correlation with broader stock and bond market returns, potentially reducing the volatility of the plan's total returns. Examples of private markets investments encompass private equity, private credit, real estate, infrastructure, hedge funds, and opportunistic strategies.

Due to their non-traditional, long-term, and illiquid nature, private markets investments necessitate the development of an Annual Strategic Plan. This plan will be prepared and presented to the Independent Investment Committee (IIC) for approval.

Allocation: The current target allocation to Private Markets Investments is 25% of the Total Fund, with an allowable range of 15 – 35%.

In order to reach and maintain the target allocation, capital commitments in excess of 25% of the Total Fund may be made. The primary reasons for permitting such an over commitment are the staged capital calls for new investments and anticipated returns of capital.

Targets:

Sub Strategy	Allocation Target*
Private Equity	10%
Private Credit	10%
Infrastructure	5%

* As a percentage of Total Fund

Custody: All assets are held in custody at the discretion of the fund manager.

Structure: The Private Markets portfolio primarily includes the following:

Private Equity – The purpose of Private Equity is to earn risk-adjusted returns in excess of public equity markets. These investments are also expected to decrease the volatility of the System's assets through the diversification benefits of having lower correlations with other asset classes.

Sub-strategies include:

- *Buyouts/Corporate Finance* – Provides leveraged capital and business development capital to enable the restructuring of existing business and industries.

- *Private Energy* – Investments may include exploration & production, generation, storage, transmission, distribution, renewable energy sources, clean technologies, energy technologies and other similar investments.

- *Growth Equity* – Provides expansion capital for small, growing businesses that are generating cash flow and profits. Generally, these types of investments have reduced exposure to technology risk compared with venture capital.

- *Secondaries* – Private equity interests that are generally purchased at a discount from valuation from motivated sellers. The interests purchased are generally venture and buyout interests with limited exposure to unfunded capital commitments. The strategy also includes the purchase of direct interests in companies through the secondary market.

- *Distressed/Special Situations* – A strategy whereby a manager invests in the distressed debt of companies that likely will undergo some sort of financial and/or operational restructuring. A manager will usually build a controlling stake in a distressed company through the "fulcrum security" which is generally a high yield bond or bank debt. The investment team will then work actively to maximize the value of the investment through driving either an informal restructuring or a formal bankruptcy procedure. The balance sheet may be restructured; new management inserted; cost cutting implemented; as well as other operational improvements put in place. Distressed debt returns are generally comprised of a combination of a debt coupon; capital appreciation of the distressed security; and, participation in the upside of post-reorganization equity.

- *Venture Capital* – Implies early, late and balanced-stages of financing, as well as growth capital, of rapidly growing companies with an innovative/disruptive business idea for a proprietary product or service.

Private Credit - diversify the portfolio and aim to generate higher risk-adjusted returns compared to public credit markets. These investments focus on opportunities in private lending, providing stable income and reducing overall portfolio volatility. They complement traditional fixed income investments by offering lower correlation with public markets and potential for attractive yields. Our strategy aims to preserve capital, generate income sustainably, and enhance overall portfolio performance over the long term.

Sub-strategies include:

- *Direct Lending* – An investment strategy involving senior or unitranche lending directly to companies that seek to generate high current income while focusing on preservation of capital.

- *Distressed* – Includes trading strategies through control positions. For trading strategies, distressed securities are defined as securities experiencing financial or operational distress, default, or are under bankruptcy. Investment instruments

include publicly-traded debt securities, private debt, trade claims, mortgage debt, common and preferred stock and commercial paper. Control strategies involve companies with poorly-organized capital structures, turnaround situations and bankrupt companies. Long and short positions are commonly used as a technique to lock in profit or reduce risk.

- *Mezzanine/Junior Capital* – An investment strategy involving subordinated debt (the level of financing tranche that is senior to equity but below senior debt). Capital supplied by mezzanine or junior capital financing is used for various situations such as facilitating changes in ownership through leveraged buyouts or recapitalizations, financing acquisitions, or enabling growth. Venture lending and leasing is a subset of mezzanine financing that targets venture-backed companies. Revenue and Royalty interests are a subset of mezzanine financing that targets intellectual property, license agreements and other similar property that has the ability to restrict the rights to commercialization.

- Asset-Based Lending – providing loans that are secured by a borrower's tangible assets, such as accounts receivable, inventory, equipment, or real estate. This strategy focuses on lending to companies that may not have access to traditional credit markets but possess valuable physical assets that can be used as collateral. ABL investments are typically structured as revolving credit facilities or term loans, and are primarily used to finance working capital needs, acquisitions, or other corporate requirements.

- *Structured Credit* – A private credit strategy which, involves investing in complex financial instruments that are typically collateralized by a pool of assets, such as collateralized loan obligations (CLOs), collateralized debt obligations (CDOs), or asset-backed securities (ABS).Returns are driven by a combination of underlying loan coupon; value enhancement through servicing; and, upside through public market securitization.

- *Specialty Finance* – A private credit strategy which generally provides growth capital in the form of senior secured loans to loan origination platforms such as mortgage; consumer debt and transportation leasing. These loans are securitized by a pool of underlying loans which are placed in a bankruptcy remote structure and pay amortize over time. Specialty finance lenders' returns are generated by a combination of a coupon and, in some cases, equity kickers in the underlying borrower. These loan pools may be securitized and sold into the public market.

- *Litigation Finance* – A private credit strategy which lends money to corporations or law firms to fund the cost of prolonged litigation, often contingent on a favorable payout. Financings may be pre-settlement in which returns are driven by a combination of a debt coupon and upside participation in one, or a diversified pool of legal cases. Litigation funding in the form of a loan may also be provided post a legal settlement. This this type of funding is used to bridge a payment expected by the law firm or other entity entitled to litigation proceeds.

- Real Asset Lending – Private asset-backed loans including backed by real asset collateral such as real estate and infrastructure. Real Assets credit investments may include senior debt or project finance loans, often with long-term, stable cash flows.

Risk Management: Private Markets strategies do not lend themselves to traditional quantitative measures of risk such as standard deviation and benchmark tracking error. Rather, risk is managed through a combination of quantitative and qualitative constraints. The following sections identify the unique risks with private markets investments and method of control:

- Industry – Typically, private markets funds are permitted to invest in a wide variety of industries with limited controls. Industry risk is controlled primarily through appropriate diversification across strategies and sub-strategies.

- Leverage – Many underlying private markets programs will utilize leverage. The intent of the System is to not rely on managers employing high degrees of leverage.

- Vintage Year – Vintage year reflects the year of first capital draw and vintage risk refers to the variability of investment commitments over time. A long-term investment pacing schedule is developed which minimizes vintage risk while achieving targeted exposure.

- Concentration Limits –The System shall not own more than 10% of any single investment vehicle except with prior approval of the NHRS IIC.

- Due Diligence – Each potential investment will be evaluated for portfolio fit; organizational stability; investment staff; investment strategy; investment process; and fund economics.

- Annual Strategic Plan – Given the non-traditional, long-term and illiquid nature of private markets investments, an Annual Strategic Plan will be prepared and presented to the IIC for approval. The Annual Strategic Plan will include a review of performance; cash flow and liquidity analyses; commitment pacing; and sub-strategy recommendations.

Real Estate Investment Guidelines

Purpose: The primary objective of real-estate investing is to seek superior risk-adjusted returns. Secondarily, these investments have had a low to negative correlation with stock and bond returns, thus potentially reducing the volatility of the return of the Total Fund. Moreover, real-estate investments, like some other real assets, have historically been a hedge against inflation.

Allocation: The current target allocation to Real Estate is 10% of the Total Fund, with an allowable range of 5 – 20%. The allocation is measured based upon the net equity value (gross real estate assets less any debt) of the portfolio.

In order to reach and maintain the target allocation, capital commitments in excess of 10% of the Total Fund may be made. The primary reasons for permitting such an over commitment are the staged capital calls for new closed-end investments, finite offering periods, and anticipated returns of capital.

Structure: The Real Estate portfolio consists of Strategic and Tactical investments as defined below. NHRS will maintain a Strategic Portfolio to provide its "keel in the water", and a Tactical Portfolio in order to target expected superior risk adjusted returns.

Strategic Portfolio (Core/Core Plus): Strategic Portfolio investments are typically the lowest risk and return investments in the real estate sector and consist of commingled investment vehicles comprised of operating, substantially leased (typically 60% or more for Core Plus and 75% or more for Core) institutional quality properties. These investments include mostly well located traditional property types in developed markets. Traditional property types are office, apartment, retail, and industrial. These investments offer relatively high current income returns, and as a result, a greater predictability of total returns under normal market conditions. The income component typically represents a significant component of the expected total return.

Tactical Portfolio (Non-Core): Tactical Portfolio investments include those that have higher expected returns, and correspondingly higher expected risk, than the Strategic Portfolio. Examples of the higher return and risk strategies that may be included in the Tactical Portfolio include life cycle opportunities (e.g. leasing, renovation, development); business or operational opportunities (e.g. hotels, senior housing, investments in real estate operating companies); non-traditional property types (e.g. data centers, golf courses); and non-traditional formats (e.g. distressed assets, private-to-public market arbitrage). Opportunistic investment in real estate debt is also a permissible element of the Tactical Portfolio.

Real Estate Investment Trusts (REITs) may be included as part of the Strategic and/or Tactical portfolios.

Portfolio Component	Allocation Target	U.S.	Ex -U.S.
Strategic Portfolio	Minimum of 50%		
Tactical Portfolio	Maximum of 50%		
Total Portfolio	**100%**	**≥ 65%**	**≤ 35%**

Implementation: A manager ("Manager") has been retained as a "manager of managers" with full and complete discretion and authority with respect to the selection and management of investments. Currently, the Manager is Townsend Holdings LLC (d/b/a) The Townsend Group ("Townsend").

The Manager is responsible for the due diligence, selection, review, management and reporting of the Real Estate program. It will not acquire or manage assets directly but will select investments and provide oversight for assets managed by other third-party investment managers. The Manager shall prepare a periodic (annually at a minimum) Real Estate Investment Plan that shall set forth the implementation and management plans for the Real Estate allocation. The NHRS Independent Investment Committee (IIC) will review and annually approve the Real Estate Investment Plan.

The Manager shall make presentations to the IIC, at a minimum, on a semi-annual basis. In addition, the Manager will provide a formal update to Staff, at a minimum, on a quarterly basis.

Staff will provide oversight of the Manager and serve as a liaison between the IIC and the Manager. Staff is responsible for coordinating with the Manager, custodian, consultant(s) and legal counsel to implement and administer the Real Estate program, including the coordination of information between these parties and the management of funding relative to the investments. Staff will facilitate any other duties with the Manager relative to the NHRS Real Estate program, including the implementation of IIC actions.

Custody: REIT securities shall be maintained in the custody and safekeeping of the System's master custodial bank. All other assets, however, are held in custody at the discretion of the third-party investment managers.

As numerous studies indicate, distributing portfolio investments by certain attributes will reduce the risk in the real estate portfolio. The attributes by which investments should be distributed or diversified to most effectively reduce risk are:

1) Property type
2) Geographic location
3) Manager allocation and investment size
4) Leverage

As such, within the Real Estate allocation, the guidelines are as follows:

1) Property Type - The property type limit will ensure prudent diversification amongst property types while still being able to capitalize on opportunities caused by shifts in real estate and capital markets.

- No more than 40% of the allocation shall be invested in any one property type

2) Geographic Location – Investments within the Real Estate allocation will be distributed geographically for the purpose of attaining economic market diversification. A minimum of 65% will be located in the U.S. with a maximum of 35% invested outside the U.S.

3) Manager Allocation and Investment Size – Investments within the Real Estate allocation will be diversified both by individual investment exposure and manager exposure, as the System does not want the failure of a single investment to have a significant or material impact on the performance of the total Real Estate program.

- No more than 20% of capital committed to any investment in the Strategic Portfolio
- No more than 10% of capital committed to any investment in the Tactical Portfolio
- No more than 40% of capital committed to any single investment manager
- No more than 50% of ex-U.S. exposure to come from investments in emerging markets

4) Leverage

- The Strategic Portfolio loan-to-value ratio shall be no more than 50% at portfolio level
- The Tactical Portfolio loan-to-value ratio shall be no more than 75% at portfolio level

Infrastructure Investment Guidelines

Purpose: The allocation to Infrastructure serves to provide diversification to the overall plan as well as offer the opportunity to generate superior risk-adjusted returns through income and capital appreciation. This allocation is expected to have a lower overall correlation with other asset classes, thus potentially reducing the volatility of the return of the Total Fund. Moreover, like real estate assets, infrastructure investments may serve as an inflation hedge.

Allocation: The target allocation to Infrastructure is 5% of the Total Fund per the strategic asset allocation, with an allowable range of 0 – 10%.

During the initial investment period the portfolio is likely to be below the 5% target as infrastructure funds often require several years to identify and acquire assets.

To achieve and maintain the target allocation, capital commitments in excess of 5% of the Total Fund may be made. An annual pacing pace will be approved by the Independent Investment Committee (IIC). This flexibility in over-commitment is designed to accommodate the nature of capital calls, offering periods, and the anticipated return of capital.

Structure: The Infrastructure portfolio seeks to be broadly diversified and consists of two strategy segments: Core and Non-Core, defined below.

Core Infrastructure: Core Infrastructure are typically investments which produce stable, long-lived current income through assets with operating history and high level of contracted revenues with no capital appreciation. Core infrastructure assets generally have been operationally de-risked, with fixed pricing through long-term contracts and contractual inflation escalation. Core investments are typically located in developed markets, which infrastructure managers commonly refer to as the Organization for Economic Co-operation and Development ("OECD") markets; member countries represent approximately 80% of world trade. Core investments offer relatively high current income returns, and as a result, a greater predictability of total returns under normal market conditions. The income component typically represents a significant component of the expected total return.

Core Plus: Core Plus Infrastructure investments are expected to have low to moderate levels of capital appreciation through improvements, repairs, or expansion with little to no construction risk. Core Plus investments will have a higher exposure to fluctuations in demand compared to Core assets, with features that will limit overall risk (e.g., long-term contracts, regulatory price support, etc.). Core Plus assets are typically found in OECD markets, although may include investments in non-OECD countries. Core Plus

infrastructure will yield exposure primarily to current income with some capital appreciation exposure through higher operational or structural complexity.

Non-Core Infrastructure includes Value-Add and Opportunistic strategies, which are accessed through closed-end funds.

Value-Add Infrastructure: Value-Add Infrastructure investments are expected to have moderate levels of capital appreciation through improvements, repairs, or expansion with little to no construction risk. Value-Add investments will exhibit higher operating risk with higher growth potential compared to Core strategies. Value-Add assets are typically found in OECD markets, although may include investments in non-OECD countries. Value Add infrastructure derives a higher share return from capital appreciation than current income, which is often re-invested into the infrastructure business.

Opportunistic Infrastructure: Opportunistic Infrastructure investments are assets with a high exposure to capital appreciation returns through development or construction. Opportunistic investments exhibit the highest risk-return profile, focusing on capital growth of the underlying asset and very little on stable cash flows, with no contracted revenues and higher exposure to market competition. Opportunistic investments can be found in both OECD and emerging markets. Opportunistic investments will attribute most of its returns to capital growth and appreciation.

Portfolio Composition	**Lower Target**	**Upper Target**	**OECD**	**Non-OECD**
Core / Core Plus Infrastructure	70%	100%		
Non-core Infrastructure	0%	30%		
Total Portfolio		**100%**	**≥ 75%**	**≤ 25%**

Target: 75% Core / Core Plus & 25% Non-core

Infrastructure sectors vary across three project stages or development stages that are analogous to risk profile:

- *Secondary* – a fully operational asset or structure that has no further need for development investment, with fully developed operational cash flow and revenue.

- *Brownfield* – an existing structure or asset that requires improvements, repairs or expansion, that is partially operational and may be generating income.

- *Greenfield* – an asset that does not currently exist and needs to be designed and constructed, with uncertain demand, usage, price and development costs. Greenfield investments have no revenue generation prior to existence.

The infrastructure investment opportunity set can be broken into six sector groupings:

- *Transportation* – includes toll roads, bridges, tunnels, airports, ports, rail and mass transit networks
- *Energy and Power Generation* – includes both conventional and renewable power generation, storage and pipelines
- *Utilities* – includes power utilities, water utilities, regulated transmission and distribution assets, water treatment and processing,
- *Telecommunications* – includes fiber optics networks, broadcast and mobile towers, data centers and digital assets
- *Energy transition* – includes electric vehicle charging infrastructure, smart metering, hydrogen, carbon capture, waste to energy, microgrids
- *Social* – includes educational facilities, health care offices, courts, police stations, defense, judicial and community centers

Implementation: Investment vehicles for the infrastructure asset class will be made primarily through private open-end funds and closed-end commingled funds. Other structures such as fund of funds, fund-of-one mandates, or managed accounts by an advisor approved by the IIC may be considered. Additionally, investments may also include secondaries and co-investments alongside a general partner or a dedicated co-investment vehicle. Open-end funds will have defined investment and redemption provisions and/or limited partnerships will have fund expiration and extension provisions.

Custody: All assets are held in custody at the discretion of the general partner (investment manager) of the fund vehicle.

Currency: NHRS accepts the currency risks consistent with the geographic exposures of the infrastructure asset class. Infrastructure managers may or may not offer investment vehicles that are hedged back to United States Dollars (USD), but the Fund will not implement currency hedges. Where possible, the Fund will make investments in USD-hedged vehicles and receive distributions in USD.

Benchmark: The portfolio will initially benchmark performance against an absolute benchmark Consumer Price Index (CPI) + 400 bps and evaluate the universe of benchmarks as the asset class continues to evolve.

Portfolio Construction: Portfolio investments will be allocated across various factors to achieve the intended target. The attributes by which investments should be distributed or diversified to most effectively reduce risk are:

1) Sector
2) Geographic location
3) Manager allocation and investment size
4) Leverage

As such, within the infrastructure asset class allocation, the guidelines are as follows:

Sector - The portfolio will limit exposure to any single infrastructure sub-sector to avoid over-concentration. This strategy is designed to mitigate sector-specific risks and enhance the overall stability and resilience of the portfolio.

Geographic Location – Investments within the Infrastructure allocation will be distributed geographically for the purpose of attaining economic market diversification. OECD markets are expected to represent a minimum of 75% of the portfolio. Non-OECD markets may represent up to 25% of the portfolio.

Manager Allocation and Investment Size – Investments within the Infrastructure allocation will be diversified both by individual investment exposure and manager exposure, as the System does not want the failure of a single investment to have a significant or material impact on the performance of the overall asset class.

- No more than 50% of capital committed to any single investment manager
- No more than 50% of the non-OECD exposure to come from investments in emerging markets

Leverage – infrastructure investments will utilize leverage based on risk profile, with the amount of leverage related to the level and security of the asset's revenue streams. Core investments will usually have higher levels of leverage and Non-Core investments may have lower leverage levels. The intent for the asset class is to have a moderate level of leverage with respect to the overall portfolio exposure, typically at the fund level.

Permissible leverage: The total Program shall, in aggregate, utilize no more than 65% fund level leverage. Any single fund shall utilize no more than 75% leverage.

Summary of Policy Limits

Policy Parameter	Policy Limit
Allocation to Infrastructure	5% of total plan assets; range of 0-10%.
Permissible Investments	Equity investments in infrastructure.
Investment Styles • Core / Core Plus • Non-Core	Core / Core Plus: Target: 70% to 100% Non-Core: Target 0% to 30%
Manager Exposure	No more than 50% of capital committed to any single investment manager
Infrastructure Sector Ranges • Communications / Data • Power / Energy (including Renewables) • Water / Wastewater • Transportation • Social	The portfolio will limit exposure to any single infrastructure sub-sector to avoid over-concentration. This strategy is designed to mitigate sector-specific risks and enhance the overall stability and resilience of the portfolio.
Geographic Exposures Developed Markets / OECD Emerging Markets / Non-OECD	The Fund aims to invest in a broadly diversified range of geographic markets, with a primary focus on major investable infrastructure markets within the OECD, specifically North America, Europe, and Australia. Investments in these regions will comprise at least 75% of the Fund's infrastructure allocation. Additionally, investments in emerging markets and/or non-OECD countries will be capped at a maximum of 25% of the Fund's infrastructure allocation.
Leverage	Underlying investment managers may use various forms of debt financing to execute their respective investment mandates. The use of leverage will be monitored for prudency and will maintain the following loan to value ratios. ▪ The total Program shall, in aggregate, utilize no more than 65% fund level leverage ▪ Any single fund shall utilize no more than 75% leverage
Portfolio Buildout	During the initial investment period the portfolio is likely to be below the 5% target as infrastructure funds often require several years to identify and acquire assets.

Appendix A
Commingled Vehicles – Documents Adopted as Part of Investment Manual

- Plan of BlackRock Institutional Trust Company, N.A. Investment Funds for Employee Benefits Trusts, amended and restated as of September 30, 2018.
- Declaration of Trust for the FIAM Group Trust for Employee Benefit Plans, as amended and restated effective November 20, 2015
- Declaration of Trust for the Bank of New York Employee Benefit Collective Investment Fund Plan, dated April 11, 2016, as amended and restated May 16, 2017.
- Amended and Restated Plan and Declaration of Trust for the Wellington Trust Company, National Association Multiple Common Trust, Funds Trust, effective September 1, 2010.
- Declaration of Trust for the Commingled Pension Trust (Emerging Markets Equity Focused) of JPMorgan Chase Bank, N.A., amended and restated in its entirety effective March 1, 2014.
- Declaration of Trust for the ARGA Investment Management Collective Investment Trust, established November 7, 2022, as amended and restated September 16, 2025.