



Public Disclosure of Policies Based on the Japan Stewardship Code

As of September 11th, 2020, GAMCO Investors, Inc. (hereafter "Gabelli") discloses our updated policies based on the revised "Japan Stewardship Code" (hereafter "The Code"), which was published by the Financial Services Agency in March 2020. Gabelli is an institutional investor as an asset manager, and our revised policies are as follows:

Principle 1

Institutional investors should have a clear policy on how they fulfill their stewardship responsibilities, and publicly disclose it.

Gabelli is an independent investment management institution that globally provides asset management services and mainly engages in global stock management centered on US stocks. Fulfilling stewardship responsibilities as an institutional investor in the investment chain is a commonly understanding and shared among Gabelli's investment management team. In order to fulfill stewardship responsibilities, Gabelli understands that it's important to establish a long-term relationship of trust with investee companies through communications based on our deep knowledge on the companies and their business environment, and if necessary, Gabelli engages in constructive and "dialogue with particular agendas" in the face of management of investee companies to enhance shareholder's value on sustainable growth.

Gabelli has been in business since 1977 and seeks to manage a portion of a client's assets (hereafter collectively referred to as "clients") through its proprietary investment method called "Private Market Value with a Catalyst™". This method is an active investment method focused on bottom-up fundamental analysis. In our daily research activities, Gabelli analyzes financial and non-financial information of investee companies, utilizes external resources, and makes engagement for the purpose of detailed dialogues with companies to discuss about their sustainable growth in the medium- to long-term, including ESG factors, which lead to our better understandings and in-depth knowledge of the corporate value of investee companies. Through such research activities, Gabelli strives to seek sustainable growth in the long term, which create corporate value as well as enhances shareholder value. Gabelli believes that such an investment style has high affinity with the spirit of the Japan's Stewardship Code.

In addition, Gabelli has published "Corporate Governance Guidelines". In October 2016, Gabelli agreed with the basic idea of United Nations Responsible Investment Principles (UN PRI) and signed it.

[Corporate Governance Guidelines: http://www.gabelli.com/corporate/corpgov_guide.pdf]

Principle 2

Institutional investors should have a clear policy on how they manage conflicts of interest in fulfilling their stewardship responsibilities and publicly disclose it.

In consideration of stewardship responsibility, Gabelli considers client interest first. Gabelli has established and published a "Code of Business Conduct" which is a comprehensive ethical code focused on fulfilling these obligations. All the executives and employees of the group are required to comply with these regulations. In this Code, Gabelli clearly has a policy concerning conflicts of interest that may occur. The Code also applies to conflicts of interests that are required to be managed fulfilling our stewardship responsibility. We strive to prevent conflicts of interest. In addition, we also strive to recognize, evaluate, manage, monitor and record all conflicts of interest. [Code of Business Conduct: http://www.gabelli.com/corporate/code_conduct.pdf]

In the case that Gabelli is entrusted with the exercise of voting rights and there is concern about conflicts of interest when exercising the proxy votes, Gabelli has a structure in place that allows an independent Proxy Voting Committee to vote those shares. Votes are always cast with the interests of the client first based on an established set of guidelines. Where concerns exist regarding a conflict of interest between Gabelli and the client, the Proxy Voting Committee, if necessary, receives legal opinion from outside resources including legal counsel for discussion and decision based on it. Gabelli, "Proxy Voting Policies and Procedures" sets for these procedures in more detail (see Principle 5).

Gabelli's management team recognizes that it plays an important role and responsibility for strengthening governance and conflicts of interest. In addition to appropriately managing conflicts of interest, we will continue to work on issues gained through periodic qualitative evaluation.

Principle 3

Institutional investors should monitor investee companies so that they can appropriately fulfill their stewardship responsibilities with an orientation towards the sustainable growth of the companies.

Private Market Value (PMV) with a Catalyst™, is Gabelli's proprietary investment process. PMV (Gabelli's calculated intrinsic value) is defined as "the informed price an industrial buyer would pay for the entire business in a privately negotiated transaction". Gabelli looks for businesses with a catalyst to unlock the difference between the calculated intrinsic value and the market price (or margin of safety). We will analyze intrinsic value of a company from the point of view of a business owner looking for factors that may materialize to unlock value, and will invest in companies with wider margin of safety.

Comprehensive ongoing research and monitoring of investee companies and their industries are fundamental to the investment process. In addition to deep analysis on capital management as well

as financial information, the investment process also includes an ongoing analysis of non-financial information such as management strategy, social responsibility including ESG factors (Environment, Social and Governance), and risks. We obtain this information through all publicly disclosed materials, company visits, and general shareholders' meetings, etc.

Principle 4

Institutional investors should seek to arrive at an understanding in common with investee companies and work to solve problems through constructive engagement with investee companies.

As part of Gabelli's investment strategy and its process, we will make an effort to establish a long-term constructive relationship with investee companies and seek for mutual understanding with the management through purposeful dialogues (engagement). We will invest in companies that has a clear strategy, aims to build their business portfolio to maximize future corporate value, and holds a sustainable growth.

When the deviation range (wider margin of safety) between the intrinsic value (PMV) calculated by bottom-up research and the market value is meaningfully wide, we scrutinize the intrinsic value through a dialogue with the management on the operating environment of the company and its place within their industry position peer group. Gabelli will invest in the companies if we believe that the margin of safety will narrow with explicit catalysts.

When exercising proxy voting rights to investee companies, our independent Proxy Voting Committee carefully examines an agenda item based on the view of Gabelli's voting guidelines. Furthermore, our investment management team, portfolio managers and responsible analysts also provide their opinions if necessary. In order to enhance potential corporate value, Gabelli will hold regular dialogues with investee companies, and work hard to seek for mutually growing and benefiting for future.

Principle 5

Institutional investors should have a clear policy on voting and disclosure of voting activity. The policy on voting should not be comprised only of a mechanical checklist; it should be designed to contribute to sustainable growth of investee companies.

In Gabelli, the exercise of voting rights is an important means of enhancing shareholder value. In order to fulfill this fiduciary responsibility duty, we will pro-actively and properly exercise the voting rights of all stocks we own. The responsibility for determining how Gabelli votes on a particular proposal is to maximize shareholders value. Gabelli publishes a "Proxy Voting Policies and Procedures", which sets forth the Proxy Voting Committee, voting guidelines, voting process, management of conflict of interest and recordkeeping. Proxy voting is based on the guidelines and advices from third party as well as investment team. Where concerns exist regarding a conflict of

interest between Gabelli and the client, Gabelli has the ability to consult with outside resources including legal counsel. The Proxy Voting Committee determines and executes voting rights.

[Proxy Voting Policies and Procedures: <http://www.gabelli.com/corporate/proxy.html>] With regards to the status of proxy voting rights concerning listed shares in Japan, Gabelli regularly discloses the aggregated voting records by major types. In case of special agendas that require deliberation/decision by the Proxy Voting Committee, such as those perceived to have conflicts of interest or those which need explanation in light of our voting policies, we will also disclose proposals, our decision and reasons.

[http://www.gabelli.com/corporate/Japan/Voting_Results_CY2022_EN.pdf]

Among the Gabelli Group, Gabelli Funds, LLC is engaged in the management of US investment trusts. The company publicly discloses to the US Securities and Exchange Commission (SEC) and the general public through Form PX the way in which it exercised its vote for each US investment trust. Therefore, when the investee company is a listed company in Japan, the way in which a vote was exercised by individual agenda are disclosed. Please refer to SEC's information disclosure system EDGAR for specific exercise results.

[<https://www.sec.gov/edgar/searchedgar/n-px.htm>]

In addition, Gabelli also conducts investment management based on individual contracts with clients. Regarding disclosure of the status of the exercised voting rights relating to Japanese companies, we will follow its disclosure policy based on the condition of the individual contract with our clients.

Principle 6

Institutional investors in principle should report periodically on how they fulfill their stewardship responsibilities, including their voting responsibilities, to their clients and beneficiaries.

Gabelli has a fiduciary duty for all of our client assets under management. We publish corporate governance items through annual reports and client reports on the process of stewardship activities. We also hold an annual client meeting to promote understanding of Gabelli to our clients. For improving a long-term shareholder value creation, since 1990, Gabelli has been providing awards on the "Hall of Fame (honorable prize)" to honor company management that maximized shareholder value. Through daily research activities including dialogue with investee companies, Gabelli independently evaluates the companies in determining inductees into the Hall of Fame.

Regarding the status of the exercise of voting rights for the listed shares in Japan, based on the actual circumstances of each asset management entity among the group, the Gabelli Group works on disclosing of voting records on an individual agenda item basis. or the aggregated voting records on a group basis. For more details, please refer to the principle 5.

Principle 7

To contribute positively to the sustainable growth of investee companies, institutional investors should develop skills and resources needed to appropriately engage with the companies and to make proper judgments in fulfilling their stewardship activities based on in-depth knowledge of the investee companies and their business environment and consideration of sustainability consistent with their investment management strategies.

Gabelli understands the Japanese stewardship principles as institutional investors and endeavors to execute in fulfilling its fiduciary responsibility. For that purpose, we will strive to deepen our knowledge of the investee companies and their business environment and make an effort to enhance our professional skills as an asset manager. Our management team will also work on human resource development, and strives to build an organization to execute stewardship activities and generate sustainable growth with investee companies.

In order to sustain a system to fulfill stewardship responsibility, our Governance Committee regularly reviews "Corporate Governance and Guidelines" and "Code of Business Conduct", and the Proxy Voting Committee periodically revises the "Proxy Voting Guidelines". Regarding the implementation status of this code, we will periodically review ourselves and will make an effort to improve this policy from time to time. Then we disclose the results.

[\[Stewardship Activities 2022: \]](#)

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Here is Japanese version of Gabelli policies based on the revised "Japan Stewardship Code".

http://gabelli.jp/firm/JP_stcode.pdf