

**THORNBURG INVESTMENT MANAGEMENT, INC.  
THORNBURG INVESTMENT TRUST**

**Proxy Voting Policy and Procedures**

**March 2023**

**Policy Objectives**

This Policy has been adopted by Thornburg Investment Management, Inc. (“**TIM**”) and Thornburg Investment Trust (the “**Trust**”) to facilitate the voting of proxies relating to portfolio securities in what it perceives to be the best interests of persons for whom TIM performs investment management services and is authorized and required to vote or consider voting proxies.

The Trust has delegated to TIM the authority to vote proxies relating to its portfolio securities in accordance with this Policy.

This Policy is intended by TIM to constitute “written policies and procedures” as described in Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). This Policy is intended by the Trust to constitute proxy voting policies and procedures referred to in Item 17 of Form N-1A adopted under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”).

See the Glossary of Terms for definitions of terms used in this Policy.

**Voting Objectives**

This Policy defines procedures for voting securities in each Account managed by TIM, for the benefit of and in the best interest of the Investment Client. The objective of voting a security in each case under this Policy is to seek to enhance the value of the security, or to reduce potential for a decline in the security’s value. This Policy provides procedures for assembling voting information and applying the informed expertise and judgment of TIM’s personnel on a timely basis in pursuit of the above stated voting objectives.

A further element of this Policy is that while voting on all issues presented should be considered, voting on all issues is not required by this Policy unless specifically directed or required by an Investment Client. Some issues presented for a vote of security holders may not be relevant to this Policy’s voting objectives, or it may not be reasonably possible to ascertain what effect, if any, a vote on a given issue may have on the value of an investment. Accordingly, unless an Investment Client and TIM have agreed that TIM shall vote a specific security or all securities in an Account, TIM may abstain from voting or decline to vote in those cases where there appears to be no relationship between the issue and the enhancement or preservation of an investment’s value, when TIM believes the costs of voting exceed the likely benefit to the Investment Client, or when TIM believes other factors indicate that the objectives of the Policy are less likely to be realized by voting a security.

It is also important to the pursuit of the Policy’s voting objectives that TIM be able to substitute its judgment in any specific situation for a presumption in this Policy where strict adherence to the presumption could reasonably be expected by TIM, based upon the information then available (including but not limited to media and expert commentary and outside professional advice and recommendations sought by TIM on the issue), to be inconsistent with the objectives of this Policy. Accordingly, TIM understands that it may substitute its judgment in a specific voting situation described in the preceding sentence, except where explicitly prohibited by agreement with the Investment Client or this Policy.

TIM is not responsible for voting proxies relating to proxy materials that are not forwarded on a timely basis, nor does TIM control the setting of record dates, shareholder meeting dates, or the timing of distribution of proxy materials and ballots relating to shareholder votes. In addition, administrative matters beyond TIM’s control may at times prevent TIM from voting proxies in certain non-US markets (see “Voting Restrictions in Certain Non-US Markets,” below).

### **ERISA Accounts**

Portfolio managers should recognize, in considering proxy votes for ERISA Accounts:

- (a) Plan trustees are ordinarily responsible for voting securities held by a plan, unless the plan documents direct TIM or another person to vote the proxies;
- (b) If TIM is delegated authority to vote proxies, voting may be subject to specific written guidelines issued by the plan’s trustees or other officials; and
- (c) TIM may not delegate authority to vote proxies, unless the plan documents or other written agreement expressly permit delegation.

### **ESG Focused Portfolio(s)**

TIM has selected certain guidelines created and offered by its Proxy Voting Service Provider, to generate voting recommendations for those Investment Clients whose principal investment strategies include consideration of an issuer’s environmental, social, and governance (“ESG”) characteristics (the “ESG Focused Portfolio(s)”). TIM has determined that those guidelines, which are designed by the Proxy Voting Service Provider for investors seeking ESG integration, will assist TIM in voting proxies for the ESG Focused Portfolios in a manner which is consistent with both the specific investment strategies of those Investment Clients and the general voting objectives of this Policy. In that regard, TIM notes the following description of the guidelines from the Proxy Voting Service Provider:

[The guidelines] seek to promote support for recognized global governing bodies promoting sustainable business practices advocating for stewardship of the environment, fair labor practices, non-discrimination, and the protection of human rights. Generally, the [guidelines] will take as their frame of reference internationally recognized sustainability-related initiatives such as the United Nations Environment Programme Finance Initiative (UNEP - FI), United Nations Principles for Responsible Investment (UNPRI), United Nations Global Impact, Global Reporting Initiative (GRI), Carbon

Principles, International Labour Organization Conventions (ILO), CERES Principles, Global Sullivan Principles, MacBride Principles, and environmental and social European Union Directives. Each of these initiatives seeks to promote a fair, unified and productive reporting and compliance environment which advances positive corporate ESG actions that promote practices that present new opportunities or that mitigate related financial and reputational risks. On matters of corporate governance, executive compensation, and corporate structure, the [guidelines] are based on a commitment to create and preserve economic value and to advance principles of good corporate governance.”

The Proxy Voting Service Provider will make voting recommendations for the ESG Focused Portfolios using the then-current version of those guidelines, and those recommendations will then be assembled and considered by TIM in accordance with the procedures set forth in this Policy. While the Proxy Voting Service Provider has been instructed to execute and transmit proxy votes for the ESG Focused Portfolios in accordance with those recommendations, TIM retains the right to elect not to accept any such recommendation if TIM believes that the recommendation would be inconsistent with the objectives of this Policy.

If, in a given instance, the Proxy Voting Service Provider is unable to provide a recommendation using the foregoing guidelines, the portfolio manager or other individual exercising voting authority in that instance (see “Portfolio Managers,” below) may refer to guidelines adopted by TIM’s ESG Committee in determining whether and how to vote. Those internal guidelines are subject to change from time to time, but are generally expected to set forth factors that one may consider when voting on matters such as: responsibilities and election of an issuer’s board of directors; remuneration and compensation paid to an issuer’s executive officers; and shareholder ESG proposals. In all cases, the person exercising voting authority will seek to do in a manner that is consistent with the objective of seeking to enhance the value of, or to reduce the potential for a decline, in the value of the applicable security. The guidelines described in this paragraph may also be used by the persons exercising voting authority when voting proxies for investment clients of TIM other than the ESG Focused Portfolios.

### **Proxy Voting Service Provider Oversight**

TIM’s Proxy Voting Coordinator will monitor and regularly test proxy votes made in accordance with its Proxy Voting Service Provider’s recommendations, which may include some or all of the following actions (“Proxy Voting Service Provider Oversight”):

- (a) Sampling of votes transmitted by the Proxy Voting Service Provider to confirm that the Proxy Voting Service Provider’s recommendations under applicable guidelines are being followed;
- (b) Sampling of proxy vote overrides and the documentation supporting such overrides;
- (c) Onsite visits of the Proxy Voting Service Provider’s place of business or virtual meetings that include discussions with personnel to determine if the Proxy Voting Service Provider continues to have the capacity and competency to carry out its obligations in making voting recommendations;
- (d) Reviewing the Proxy Voting Service Provider’s policies and procedures, with a particular focus on issues related to identifying and addressing conflicts of interest and ensuring that current and accurate information is used in creating voting recommendations;

- (e) Inquiring as to the Proxy Voting Service Provider's compliance with relevant regulatory regimes; and
- (f) Requesting the Proxy Voting Service Provider to notify TIM if there is material change to the Proxy Voting Service Provider's policies and procedures, particularly with respect to conflicts of interest or material business practices and reviewing any such change.

### **Proxy Voting Coordinator**

The President shall appoint a Proxy Voting Coordinator. The Proxy Voting Coordinator shall discharge the following functions in effectuating this Policy:

- (a) Collecting and assembling proxy statements and other communications pertaining to proxy voting, together with proxies or other means of voting or giving voting instructions, and providing those materials to the appropriate portfolio managers to permit timely voting of proxies;
- (b) Collecting recommendations, analysis, commentary and other information respecting subjects of proxy votes, from service providers engaged by TIM and other services specified by portfolio managers, and providing this information to the President or the appropriate portfolio managers to permit evaluation of proxy voting issues;
- (c) Providing to appropriate portfolio managers any specific voting instructions from Investment Clients;
- (d) Collecting proxy votes or instructions from portfolio managers, and transmitting the votes or instructions to the appropriate custodians, brokers, nominees or other persons (which may include Proxy Voting Service Provider or agents engaged by TIM);
- (e) Accumulating Voting Results as set forth in this Policy (which may be performed by Proxy Voting Service Provider or agents engaged by TIM) and transmitting or arranging for the transmission of that information in accordance with "Communicating Votes," below; and
- (f) Recordkeeping in accordance with "Recordkeeping," below.

The Proxy Voting Coordinator may, with the President's approval, delegate any portion or all of any one or more of these functions to one or more other individuals employed by TIM. Any portion or all of any one or more of these functions may be performed by service providers engaged by TIM, such as the Proxy Voting Service Provider.

### **Assembling Voting Information**

The Proxy Voting Coordinator shall obtain proxy statements and other communications pertaining to proxy voting, together with proxies or other means of voting or giving voting instructions to custodians, brokers, nominees, tabulators or others in a manner to permit voting on relevant issues in a timely manner. TIM may engage service providers, such as the Proxy Voting Service Provider, and other third parties to assemble this information, digest or abstract the information where necessary or desirable, and deliver it to the portfolio managers or others to evaluate proxy voting issues.

## **Portfolio Managers**

The portfolio manager responsible for management of a specific Account is responsible for timely voting (or determining not to vote in appropriate cases) proxies relating to securities in the Account in accordance with this Policy. The President may exercise this authority in any instance. The portfolio manager or President may delegate voting responsibilities to one or more other portfolio managers or other individuals. Persons exercising voting authority under this paragraph are authorized to consider voting recommendations and other information and analysis from service providers (including proxy voting services) engaged by TIM.

## **Accumulating Voting Results**

The Proxy Voting Coordinator is responsible for accumulating the information similar to the following as to each matter relating to a portfolio security held by any Account, considered at any shareholder meeting, and with respect to which the Account was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) An industry standard security identifier;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether a vote was cast on the matter;
- (g) How we cast the vote (e.g., “for,” “against,” “abstain,” or “withhold regarding election of directors”); and
- (h) Whether we cast the vote for or against management.

TIM may use service providers, such as the Proxy Voting Service Provider, to record and cumulate the foregoing information. The Proxy Voting Coordinator may, with the President’s approval, delegate any portion or all of these functions to one or more other individuals employed by TIM.

## **Resolution of Conflicts of Interest**

In any case where it has been determined that a proxy vote involves an actual Conflict of Interest, the portfolio manager shall vote the proxy in accordance with the recommendation of any proxy voting service, such as a Proxy Voting Service Provider, engaged by TIM. If no such recommendation is available, or if the proxy vote involves any other matters, the portfolio manager shall immediately refer the vote to the Investment Client (or in the case of any Investment Company as to which TIM is the adviser or subadviser and is authorized to vote proxies, to the chair of its audit committee) for direction on the voting of the proxy or consent to vote in accordance with the portfolio manager’s recommendation. In all cases where such a vote is referred to the Investment Client, TIM shall disclose the Conflict of Interest to the Investment Client.

## **Communicating Votes**

The Proxy Voting Coordinator shall (i) communicate to TIM's Fund Administration staff proxy voting information respecting votes on portfolio securities held by Investment Clients which are Investment Companies, sufficient to permit Fund Administration to prepare Form N-PX filings for the Investment Companies; and (ii) provide in writing to any Investment Client requesting information on voting of proxies with respect to portfolio securities, the information described under the caption "Accumulating Voting Results," for the period or periods specified by the Investment Client. If the information requested by the Investment Client pertains to a period which is not readily available or is not described above under the caption "Accumulating Voting Results," the Proxy Voting Coordinator will confer with the Chief Compliance Officer. The Proxy Voting Coordinator may, with the President's approval, delegate any portion or all of this function to one or more individuals employed by TIM. TIM may engage one or more service providers to facilitate timely communication of proxy votes.

## **Record of Voting Delegation**

The Proxy Voting Coordinator shall maintain a list of all Accounts, with a specification as to each Account whether or not TIM is authorized to vote proxies respecting the Account's portfolio securities.

## **Comment on Voting**

It is the Policy of TIM not to comment on specific proxy votes with respect to securities in an Account in response to inquiries from persons who are not specifically authorized representatives as to the Account. Attention is directed in this regard to the Thornburg Investment Management Internal Confidentiality and Privacy Protection Policy and the Thornburg Investment Trust Policy and Procedures for Disclosure of Portfolio Securities Holdings, as in effect from time to time. Customer service representatives and other persons who may receive such inquiries should advise persons presenting the inquiries that TIM does not comment on proxy voting, and that as to Investment Companies for which TIM is required to disclose proxy votes, the information is available on the Investment Company's website and filed with the SEC. Notwithstanding the foregoing, TIM may comment on broad voting trends of past votes that have been made publicly available, and TIM may engage in discussions around specific past votes as part of its engagement with portfolio companies. The President may also authorize comments in specific cases, in his or her discretion.

## **Joining Insurgent or Voting Committees**

It is the policy of TIM, for itself and the Accounts, not to join any insurgent or voting committee or similar group. The President may approve participation in any such committee or group in his or her discretion, and shall advise the authorized representatives for the Account of any such action.

## **Voting Restrictions in Certain Non-US Markets**

Proxy voting in certain countries requires "share blocking." During a "share blocking" period, shares that will be voted at a meeting may not be sold until the meeting has taken place and the shares are returned to the Investment Client's custodian bank. TIM may choose not to vote an Investment Client's shares in a "share blocking" market if TIM believes that the benefit to the Investment Client of being

able to sell the shares during this “share blocking” period outweighs the benefit of exercising the vote. TIM will exercise its judgment subject to any specific voting instructions agreed to between TIM and the Investment Client.

Certain non-US markets require that TIM provide a power of attorney to give local agents authority to carry out TIM’s voting instructions. While TIM will make efforts to comply with relevant local market rules, TIM frequently does not provide a power of attorney for the following reasons that include but are not limited to: (i) TIM may not have the required Investment Client information that the local market requires, (ii) TIM may deem the expense too great, or (iii) TIM may determine not to provide a power of attorney based upon advice of legal counsel. Failure to provide an effective power of attorney in a non-US market may prevent TIM from being able to vote an Investment Client’s shares in that market.

### **Periodic Review of Policy Function**

Pursuant to the review requirements of Rule 206(4)-7 under the Advisers Act and Rule 38a-1 under the Investment Company Act, the Chief Compliance Officer, or a Designated Compliance Officer, shall conduct a periodic review, no less often than once per calendar year, which shall comprise the following elements:

- (a) Review a sample of the record of voting delegation maintained by the Proxy Voting Coordinator against Voting Results to determine if TIM is exercising its authority to vote proxies on portfolio securities held in the selected Accounts;
- (b) Request and review voting data to determine if timely communication of proxy votes is reasonably accomplished during the period reviewed;
- (c) Meet with the Proxy Voting Coordinator to review the voting of proxies, communication of proxy votes, accumulation of Voting Results and the general functioning of this Policy;
- (d) Evaluate the performance of any proxy voting services, such as a Proxy Voting Service Provider, or agents employed by TIM, including whether or not the Proxy Voting Service Provider or agent maintains its independence with respect to companies the securities of which are the subject of voting recommendations, information or analysis from the service or agent; and
- (e) Prepare written reports respecting the foregoing items to the President, the Trustees of the Trust, and any Investment Company Clients for which such a report is required.

### **Recordkeeping**

The Proxy Voting Coordinator shall maintain the following records:

- (a) A copy of each proxy statement that TIM receives regarding Investment Client securities. In maintaining a record of proxy statements referred to in this item, the Proxy Voting Coordinator may rely on obtaining copies from the Securities and Exchange Commission’s EDGAR system or similar accessible database;
- (b) Evidence of Proxy Voting Service Provider Oversight performed;

- (c) Voting Results for each Investment Client;
- (d) A copy of any document created by TIM that was material to making a decision how to vote proxies on behalf of an Investment Client or that memorializes the basis for that decision;
- (e) A copy of each written Investment Client request for information on how TIM voted proxies on behalf of the Investment Client, and a copy of any written response by TIM to any (written or oral) Investment Client request for information on how TIM voted proxies on behalf of the requesting Investment Client; and
- (f) Communications to Investment Clients respecting Conflicts of Interest.

The Chief Compliance Officer, or a Designated Compliance Officer, shall maintain the following records:

- (a) Copies of this Policy as from time to time is revised or supplemented;
- (b) All written reports arising from annual reviews of policy function; and
- (c) Chronological record of proxy voting records reviewed by quarter.

All records shall be maintained and preserved pursuant to the separately adopted Document Retention and Destruction Policy for the time period indicated in the current Books and Records Matrix.

The President may authorize the Proxy Voting Coordinator to engage one or more service providers, such as a Proxy Voting Service Provider, to perform any portion of this recordkeeping function provided (1) the function is performed in compliance with then applicable governmental regulations, and (2) each service provider, such as a Proxy Voting Service Provider, provides a written undertaking to furnish the records to TIM promptly upon request.

## Glossary of Terms

**“Account”** means any discrete account or portfolio as to which TIM has discretionary investment authority. An Investment Client may have multiple Accounts. Each series of any Investment Company as to which TIM is the adviser or subadviser is an Account.

**“Chief Compliance Officer”** means the Chief Compliance Officer of TIM.

**“Conflict of Interest”** means as to any Account, any conflict between a pecuniary interest of TIM or any affiliate, and the duties of TIM to the Investment Client who is the owner of the Account.

**“ERISA”** means the Employee Retirement Income Security Act of 1975, as amended. Reference to an “ERISA Account” means an account for an employee benefit plan governed by ERISA.

**“Investment Client”** means any person with whom TIM has a contract to perform discretionary investment management services, including a series of an Investment Company, and for whom TIM

is authorized by the contract or required by applicable law to vote or consider voting securities in the Investment Client's Account.

**"Investment Company"** means a company registered as such under the Investment Company Act.

**"President"** means the president of TIM, or in the event of his or her unavailability any individual who is a vice president and managing director of TIM.

**"Proxy Voting Coordinator"** means the individual appointed from time to time by the President to perform the proxy voting coordination functions described in this Policy.

**"Proxy Voting Service Provider"** means the entity engaged by TIM to perform certain functions described in this Policy.

**"TIM"** means Thornburg Investment Management, Inc.

**"Voting Results"** means the specific information described under the caption "Accumulating Voting Results."