

## **ALPS ETF TRUST**

### **Proxy Voting Policy and Procedures**

ALPS ETF Trust (the “Trust”) has adopted this Proxy Voting Policy and Procedures (the “Trust Policy”), as set forth below, in recognition of the fact that proxy voting is an important component of investment management and must be performed in a dutiful and purposeful fashion in order to advance the best interests of shareholders of the series of the Trust (“Funds”).

The Trust or any adviser or sub-adviser may retain a proxy voting service (“Proxy Voting Service”) to provide assistance regarding the objective review and voting of proxies on any assets held by the Funds that invest in the securities consistent with this Policy.

Shareholders of the Funds expect the Trust to vote proxies received from issuers whose voting securities are held by a Fund. The Trust exercises its voting responsibilities as a fiduciary, with the goal of maximizing the value of the Trust’s and its shareholders’ investments. The Trust seeks to ensure that proxies are voted in the best interests of the Funds and Fund shareholders except where the Portfolios may be required to echo vote. Where required by law, a Portfolio may be required to vote proxies in the same proportion as the vote of all other shareholders of the acquired Portfolio (i.e., “echo vote”).

#### **I. Delegation of Proxy Voting to Adviser or Sub-Adviser**

Each adviser of the Funds (“Adviser”), or in the case of a Fund whose portfolio is managed by a sub-adviser (“Sub-Adviser”), shall vote all proxies relating to securities held by the Funds and, in that connection subject to any further policies and procedures contained herein, shall use proxy voting policies and procedures (“Proxy Policy”) adopted by the Adviser or Sub-Adviser in conformance with Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended (“Advisers Act”).

#### **II. Material Conflicts of Interest**

If (i) an Adviser or Sub-Adviser knows that a vote presents a material conflict between the interests of: (a) shareholders of the Fund(s) and (b) the Adviser, Sub-Adviser, principal underwriter, or any of their affiliated persons, and (ii) the Adviser or Sub-Adviser does not propose to vote on the particular issue in the manner prescribed by its Proxy Policy, then the Adviser or Sub-Adviser will follow the material conflict of interest procedures set forth in its Proxy Policy when voting such proxies.

### **III. Securities Lending Program**

Certain of the Funds may participate in a securities lending program through a lending agent. When a Fund's securities are out on loan, they are transferred into the borrower's name and are voted by the borrower, at its discretion. The Adviser will utilize the below considerations to determine if a security, then on loan, should be recalled for voting purposes. Decisions will generally be made on a case-by-case basis depending on whether, in the Adviser's judgment,:

- the matter to be voted on has critical significance to the potential value of the security in question;
- the security represents a significant holding and whether the security is considered a long-term holding; and
- the Adviser believes it can recall the security in time to cast the vote.

### **IV. Disclosure of Proxy Voting Policies and Procedures in the Trust's Statement of Additional Information ("SAI")**

The Trust shall include in its SAI a summary of the Trust Policy and of each Proxy Policy. In lieu of including a summary of its policy, the Trust may include the policies in full.

### **V. Disclosure of Proxy Voting Policies and Procedures in Annual and Semi-Annual Shareholder Reports**

The Trust shall disclose in its annual and semi-annual shareholder reports that a description of the Trust Policy and the Trust's proxy voting record for the most recent 12 months ended June 30 are available on the Securities and Exchange Commission's ("SEC") website, and without charge, upon request, by calling a specified toll-free telephone number. The Trust will send the foregoing documents within three business days of receipt of a request, by first-class mail or other means designed to ensure equally prompt delivery.

### **VI. Adviser, Sub-Adviser and Trust CCO Responsibilities**

The Trust has delegated proxy voting authority with respect to the Fund(s)' portfolio securities to the Fund(s)' Adviser or Sub-Adviser, as set forth above. Consistent with this delegation, each Adviser or Sub-Adviser is responsible for the following:

- 1) Implementing written policies and procedures, in compliance with Rule 206(4)-6 under the Advisers Act, reasonably designed to ensure that the Adviser or Sub-Adviser votes portfolio securities in the best interest of shareholders of the Fund(s) owning the portfolio securities voted.
- 2) Providing to the Trust's Chief Compliance Officer ("CCO") a summary of the material changes to a Proxy Policy during the period covered by the CCO's annual compliance report to the Board, and a redlined copy of such Proxy Policy as applicable.
- 3) The CCO shall review all Proxy Policies at least annually to ensure that they are in compliance with Rule 206(4)-6 under the Advisers Act, and appear reasonably designed

to ensure that the Adviser or Sub-Adviser votes portfolio securities in the best interest of shareholders of the Fund(s) owning the portfolio securities voted.

## **VII. Review Responsibilities**

The Trust may retain a Proxy Voting Service to coordinate, collect, and maintain all proxy-related information, and to prepare and file the Trust's reports on Form N-PX with the SEC.

The Adviser or Sub-Adviser will review the Fund(s)' voting records maintained by the Proxy Voting Service and, on a quarterly basis, select a sample of proxy votes from those submitted and examine them against the Proxy Voting Service files for accuracy of the votes.

## **VIII. Preparation and Filing of Proxy Voting Record on Form N-PX**

The Trust will annually file its complete proxy voting record with the SEC on Form N-PX.

The Fund Administrator will be responsible for oversight and completion of the filing of the Trust's reports on Form N-PX with the SEC. The Proxy Voting Service will prepare the EDGAR version of Form N-PX and will submit it to Fund Administrator for review and approval prior to filing with the SEC. The Fund Administrator will file Form N-PX for each twelve-month period ended June 30 and the filing for each year will be made with the SEC on or before August 31 of that year.

## **IX. Recordkeeping**

Documentation of all votes for the Trust will be maintained by the Adviser, Sub-Adviser, and/or the Proxy Voting Service.

*Adopted: 12/15/2011*

*Amended: 02/21/2012; 12/12/2013; 4/27/2016*