

VOTING RIGHTS AND SHAREHOLDER ENGAGEMENT POLICY

Waystone Management Company (IE) Limited (“WMC”)

Waystone Management Company (IE) Limited – Luxembourg Branch (the “Lux Branch”)

1. Background

Waystone Management Company (IE) Limited’s (“WMC”) (previously DMS Investment Management Services (Europe) Limited) is authorised by the Central Bank of Ireland (the “Central Bank”) as an AIFM and UCITS Management Company to manage AIFs and UCITS Funds. Pursuant to the AIFMD and UCITS Regulations, WMC has established a Branch in Luxembourg (the “Lux Branch”) to manage Luxembourg domiciled Funds. For the purposes of this policy, WMC and the Lux Branch shall be collectively referred to as “the Manco”

2. Introduction

In accordance with Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement, as implemented by the European Union (Shareholders’ Rights) Regulations 2020 (“SRD II”) amending the Companies Act 2014, the UCITS Regulations and where relevant Company Law, the Manco, to the extent the Manco or its delegate invest in shares of companies whose shares are traded on a regulated market (as defined in Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU) on behalf of investors (“Investee Companies”), is responsible for ensuring that systems and controls are established, implemented and maintained to ensure that:

- an engagement policy is publicly disclosed that describes how the Manco integrates shareholder engagement in the investment strategy of managed Funds, or publicly disclose a clear and reasoned explanation why they have chosen not to do so,
- a framework of policies, procedures and controls is established to ensure an adequate and effective strategy for determining how and when voting rights attached to instruments held in the relevant Funds are to be exercised, so that these rights attached to instruments held in the managed portfolios are to be exercised, and accordingly benefit mainly to the relevant Funds and their investors.

This policy should be read in conjunction with the Proxy Voting and Class Action Policy.

3. Objectives

The purpose of this policy is to define the minimum measures and procedures required by the Manco, where it is responsible to develop a strategy for the exercise of voting rights, to ensure that the voting rights attached to instruments held by the relevant Funds are exercised if and when such exercise has as its aim to maintain or improve the value of the instruments they are attached to.

In principle the ManCo encourages effective shareholder engagement to the extent it has a positive effect on corporate governance, and believes that shareholder engagement aspects relating to environmental, social and governance (“ESG”) principles may strengthen the overall position of a company and allow investment risks to be managed properly on a long-term basis with a view to strengthen trust in financial markets and attract investors willing to make an impact.

Based on the “comply or explain” principle, a specific engagement policy for a Fund (or any sub-fund thereof) might not be publicly available where:

- (i) the Manco did not contractually or by way of an operating memorandum impose the requirement of an engagement policy on the delegate investment manager,
- (ii) the investment manager of the Funds (or of the relevant sub- fund(s) thereof) does not have an engagement policy in place (such as instances where the investment manager is not domiciled in an EU Member State),

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- (iii) the investment manager of the Funds (or of the relevant sub-fund(s) thereof) has an engagement policy which does not fulfil the SRD II requirements,
- (iv) the investment advisor or organ of decision of the Funds does not require to apply a specific engagement policy to the Funds (or to the relevant sub-fund(s) thereof).

Delegated Third-Party Investment Managers

When delegating the investment management function on behalf of a given UCITS or the portfolio management function on behalf of a given AIF, the Manco usually agrees with the appointed investment manager of the UCITS or portfolio manager of the AIF to implement the following measures and procedures from a shareholder engagement and exercise of voting rights standpoint:

- Pre-investment phase research and due diligence performed by investment managers allowing to identify and assess the growth potential and key risks associated with a given Investee Company, with possibility to engage directly with the management of such Investee Company and, as the case may be, appoint experts to discuss particular aspects (such as ESG aspects);
- Monitoring of the corporate actions linked to the instruments held in the respective Funds (in conjunction with the central administrative agent/domiciliary agent of the Funds as the case may be);
- Ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant Funds including, as the case may be, ESG criteria;
- Exercising voting rights if deemed appropriate;
- Preventing and managing any potential or actual conflicts of interest arising from shareholder engagement aspects or the exercise of voting rights. The conflicts of interest policy of the delegated investment manager or portfolio manager shall in particular:
 - identify, with reference to the activities of collective portfolio management carried out by or on behalf of a given Fund, the circumstances which constitute or may give rise to a conflict of interest entailing a material risk of damage to the interest of such Funds and their investors;
 - define procedures to be followed and measures to be adopted in order to manage such conflicts.
- Verification that the investment manager has or not an engagement policy in place. In cases where no engagement policy has been put in place by the investment manager, a Fund specific engagement policy will not be publicly available.
- Verification if an annual disclosure by the investment manager (e.g. on its website) of the implementation of the engagement policy (including how it has been implemented, including a general description of voting behaviour, an explanation of the most significant votes and the potential use of proxy advisors’ services) has been published. To distinguish between most significant votes (being subject to disclosure) and insignificant votes (not being subject to disclosure) qualitative criteria (e.g. due to the subject matter of the vote) or quantitative criteria (e.g. due to the size of the holding in the Investee Company) may be applied. Based on the “comply or explain” principle such information might not be publicly available, e.g. in case the investment strategy of the Funds does not justify for such an implementation.
- Verification of a disclosure usually by the investment manager at least on an annual basis to

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Institutional Investors or by publicly available information of how the investment strategy and implementation thereof complies with applicable arrangements entered into with Institutional Investors and contributes to the medium to long-term performance of the assets of the Institutional Investors or of the Fund. For the avoidance of doubt, the Manco as third-party management company and alternative investment fund manager does not in principle enter into any bilateral contractual arrangements with Institutional Investors.

- The ManCo encourages delegated investment managers to adapt ESG considerations into their own engagement and voting rights policies

Where the Manco Acts as Investment Manager

DMS IMS may act as investment manager for UCITS and portfolio manager for AIFs.

With respect to UCITS for which the Manco acts as investment manager, the voting right and shareholder engagement strategies to be developed will not only depend on the investment strategy and nature of underlying investments but also on objective criteria relating to the effectiveness and relevance of the potential exercise of voting rights and shareholder engagement aspects attached to such investments. By way of principle, the Manco when acting as investment manager for UCITS does not intend to participate directly or indirectly in the management of companies the shares of which are held in the portfolio of the relevant UCITS. The Manco shall instead consider the exercise of voting rights and shareholder engagement aspects in accordance with the best interest of the relevant UCITS and/or its investors. In practice, each decision subject to a vote as shareholder depending on a unique set of facts, these should be taken into account when determining whether the vote is in the best interests of the relevant UCITS and/or its investors.

When considering the best interest of the relevant CIS and/or its investors, the Manco includes ESG aspects in its decision-making process. The relevant aspects will be defined on a case-by-case analysis based on the specific characteristics of a given fund managed by the Manco. The following aspects may be considered:

- **Corporate transparency:** The investee company’s reporting should have the highest degree of transparency regarding the position and development of the business. It should include, inter alia, the investee company’s financial and operational results, a clear governance structure overview and performance on relevant ESG metrics in a timely, accurate and adequate manner.
- **Social and labour standards:** The investee company’s evidence in relation adherence to general social and labour standards defined by e.g. local laws.
- **Adherence to the principles of diversity:** The investee company has established objective internal criteria to value diversity principles including but not limited to age, gender, cultural background, marital or family status.
- **Environmental standards:** The investee company established internal standards based on the type of activities it performs which address the handling and monitoring of environmental topics deriving from its business activities.

It may be the case that based on the “comply or explain” principle, as further described in section III. 1) above, the Manco decides to not apply a Funds specific engagement policy and abstain from voting or to decline to vote when, on basis of a factual analysis, e.g. the cost of the exercise of a voting right exceeds the expected economic value of the effect of the vote on the underlying investment. For example, such a situation may happen when the shareholding held by the relevant UCITS in a given underlying investment is insignificant.

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The Manco usually agrees with the initiator of the Funds how to best develop and implement the engagement policy specific to a Funds in the interest of such Funds, its investors and, as the case may be, the Investee Company.

Should an investment advisor be appointed in respect of the relevant UCITS or AIF, specific discussions may take place in order to determine and adopt the most efficient engagement and voting rights policy.

From a process perspective, once it has been decided how to exercise voting rights, the Manco may instruct external parties (e.g. the central administration agent of the relevant UCITS, the investment advisor or proxy advisor) to perform the necessary diligences and actions to formalise the decision taken.

With respect to AIFs for which the Manco acts as portfolio manager, given the heterogenic nature of the corporate governance arrangements at AIF level and/or the underlying investments, the Manco develops appropriate voting right strategies on a case-by-case basis

For AIFs investing in liquid assets only, a similar approach applicable to UCITS may also be applied to liquid AIFs.

Depending mainly on the investment policy and strategy of the relevant AIF and the arrangements agreed upon with the Institutional Investors, the Manco usually considers engagement in two manners: (i) engaging with target investee companies, mainly by meetings and direct communications with the senior management of such companies and/or (ii) exercising voting rights in the interest of such AIF, its investors and, as the case may be, the listed target investee company.

Further actions for engaging with listed target companies may be agreed upon with the Funds, its initiator and/or investment advisor.

The Manco, the initiator of the Funds and/or the investment advisor will also publish (e.g. on its website) at least on an annual basis how the engagement policy has been implemented, including a general description of voting behavior, an explanation of the most significant votes and the potential use of proxy advisors’ services. To distinguish between most significant votes (being subject to disclosure) and insignificant votes (not being subject to disclosure) qualitative criteria (e.g. due to the subject matter of the vote) or quantitative criteria (e.g. due to the size of the holding in the listed investee company) may be applied. Based on the “comply or explain” principle, such information might not be publicly available, e.g. in case the investment strategy of the Funds does not justify for such an implementation.

Furthermore, the Manco, the initiator of the Funds and/or investment advisor will also disclose at least on an annual basis to Institutional Investors or publicly make available how the investment strategy and implementation thereof complies with the applicable arrangements entered into with Institutional Investors. For the avoidance of doubt, the Manco as third-party management company and alternative investment fund manager does not in principle enter into any bilateral contractual arrangements with Institutional Investors.

Monitoring of the existence and publication of the engagement policy and voting rights strategy

The Manco will monitor the existence and publication of the engagement policy and voting rights strategy by mainly:

- Performing a due diligence on the investment managers, portfolio managers or, if relevant,

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investment advisors’ shareholder engagement policy and voting rights policy prior to appointment;

- Performing a regular review to assess:
 - the existence and publication of a shareholder engagement policy;
 - the adaptation of ESG aspects into the engagement and voting rights process;
 - the monitoring process of corporate actions;
 - the monitoring process of applied voting strategies and their execution;
 - delegates public disclosures on how engagement is implemented;
 - if required disclosures are made on at least on an annual basis to Institutional Investors;
 - how delegates have detected and prevented and/or managed conflicts of interest.

The Manco may consider any other information to assess if implementation of the engagement and/or voting rights policy is in the interest of the Funds and their investors.

When acting in its own capacity as portfolio manager or investment manager, the Manco shall ensure to evidence and document that any investment decision taken and the exercise of voting rights or any other engagement related action are in line with this policy and, as the case may be, any Fund specific engagement policy.

In addition, the Manco verifies that the required annual disclosure in relation to the implementation (or at least an explanation in case of non-compliance) and disclosure to Institutional Investors of the relevant Funds will be performed.

The Manco’s Portfolio Management Team is responsible for the supervision of these tasks and can delegate part or all of them to identified parties inside or outside of the Manco.

4. Review and Update

The Voting Rights and Shareholder Engagement Policy will be reviewed regularly and on an at least annual basis. Any changes to this Policy must be approved by the Board of Directors.

5. Public Disclosure

The Voting Rights and Shareholder Engagement Policy, or a substantive version thereof, shall be made available on the Manco website, and a hard copy be provided on request to Institutional Investors.