



Applicable entity/entities:

Waystone Management Company (IE) Limited Company

Waystone Management Company (IE) Limited – Luxembourg Branch

Voting Rights and Shareholder Engagement Policy

25 July 2024

Contents

1.	Introduction.....	2
2.	Entity Background.....	2
3.	Regulatory Requirements	2
4.	Purpose	2
5.	Policy.....	2
6.	List of Associated Procedures.....	4
7.	Error/Incident Escalation Process	4
8.	Responsibilities.....	5
9.	Record Keeping and Monitoring.....	5
10.	Disciplinary Action	5
11.	Policy Review Frequency and Ownership	5
12.	Disclosures to Investors & Third Parties	6

1. Introduction

This document sets out the approach taken by the Board of Waystone Management Company (Ireland) Limited and Waystone Management Company (IE) Limited – Luxembourg Branch (collectively, the “Company”) to Voting Rights and Shareholder Engagement.

2. Entity Background

The Company is authorised by the Central Bank of Ireland (the “Central Bank”) as an AIFM and UCITS Management Company to manage AIFs and UCITS Funds (collectively, “Funds” and each a “Fund”). Pursuant to the AIFMD and UCITS Regulations (collectively, the “Rules”), the Company has established a Branch in Luxembourg (the “Lux Branch”) to manage Luxembourg domiciled Funds. For the purposes of this policy, Waystone and the Lux Branch shall be collectively referred to as “the Company”.

Investment activities performed on behalf of these Funds may be retained within the Company or delegated to external Investment Managers (the “Delegates”).

3. Regulatory Requirements

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 Company, to the extent the Company or its delegates invest in shares of companies which have their registered office in a European Union member state (a “Member State”) and whose shares are traded on a regulated market on behalf of investors, 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 Company (for retained funds) or the investment manager (for delegated funds) 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 for the benefit of the relevant Funds and their investors.

4. Purpose

The purpose of this policy is to define the minimum measures and procedures required by the Company, 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.

5. Policy

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 Company did not contractually or by way of an operating memorandum impose the requirement of an engagement policy,
- ii. the investment manager of the Funds (or of the relevant sub-fund(s) thereof) does not have an engagement policy in place,

- 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 Company will ensure the investment manager exercises voting rights in accordance with the relevant investment objective and policy of the respective Fund, and in doing so, prevent and/or manage any conflicts arising from the exercise of voting rights in respect of each sub-fund of the Fund.

The requirement for voting rights measures to be put into place is dependent on the investment strategy. Where applicable, the investment manager is expected to:

- Monitor 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);
- Ensure that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant Funds;
- Exercise voting rights if deemed appropriate;
- Prevent and manage any potential or actual conflicts of interest arising from shareholder engagement aspects or the exercise of voting rights.

The requirement for engagement measures to be put into place is dependent on the investment strategy. Where applicable, the investment manager is expected to:

- Confirm whether they have an engagement policy in place. In case no engagement policy has been put in place by the investment manager, a Fund specific engagement policy will not be publicly available.
- Confirm by way of an annual disclosure by the investment manager (e.g., on its website) on the implementation of the engagement policy. 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.
- Confirm at least on an annual basis to Institutional Investors or by publicly available information of how the investment strategy and implementation thereof complies with applicable arrangements entered into with Institutional Investors. For the avoidance of doubt, the Company as third-party management company and alternative investment fund manager does in principle not enter into any agreement with Institutional Investors.

Where the Company Acts as Investment Manager (retained funds)

The Company may act as investment manager for UCITS and portfolio manager for AIFs.

With respect to UCITS for which the Company acts as investment manager, the voting rights and shareholder engagement strategies developed will depend on the investment strategy and the nature of underlying investments but also on the 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 Company 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 Company 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.

It may be the case that based on the “comply or explain” principle, as further described in this section. 1) above, the Company decides to not apply a Funds specific engagement policy and abstains from voting or declines to vote when, on the 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.

The Company usually agrees with the initiator of a Fund how to best develop and implement the engagement policy specific to a Fund in the interest of such Fund, its investors and, as the case may be the listed target 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 Company may instruct external parties (e.g., the central administration agent of the relevant UCITS, the investment advisor or proxy advisor) to perform the necessary due diligence and actions to formalise the decision taken.

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

For AIFs investing into 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 Company usually considers engagement in two manners: (i) engaging with target 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 company.

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

Either the Company, the initiator of the Funds 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 behaviour, 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 target 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, either the Company, the initiator of the Funds 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 Company as third-party management company and alternative investment fund manager does not in principle enter into any agreement with Institutional Investors.

6. List of Associated Procedures

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

7. Error/Incident Escalation Process

Where a specific error/incident is identified, these will be escalated immediately by the identifying party to the relevant department head/line manager, in line with the Company's Procedure for

Escalation of Breaches and Incidents. Where deemed material, the error/incident will be notified to the Compliance Team at complianceeurope@waystone.com.

8. Responsibilities

The Company's Designated Person for Investment Management is responsible for the application of this policy.

The Designated Person for Investment Management reports on a quarterly basis to the Board of Directors with regards to the application of the policy and any issues arising.

9. Record Keeping and Monitoring

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

- As part of the due diligence on the investment managers, portfolio managers or, if relevant, investment advisors' requesting a copy of their shareholder engagement policy and voting rights policy prior to appointment;
- Require the investment manager of delegated funds to confirm (where applicable):
 - the existence and publication of a shareholder engagement policy;
 - any issues regarding corporate actions;
 - any breaches of voting right procedures;
 - any conflicts of interest arising.

The Company 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 the investment manager for retained funds, the Company 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 Company 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 Company's Investment Committee is responsible for the supervision of these tasks and can delegate part or all of them to identified parties inside or outside of the Company.

10. Disciplinary Action

Non-compliance with either the letter or spirit of Waystone policies may result in disciplinary action against an employee or employees, including, but not limited to: mandatory retraining, reduction in or loss of contingent employee benefits, and/or termination. The level of disciplinary action that may result is dependent on several factors, including: the severity of the event, whether the non-compliance was wilful or accidental, and the willingness of the relevant parties to engage in transparent and efficient escalation and correction of the matter.

It is the responsibility of all employees to remain aware of and follow Waystone's Policies and Procedures, and to escalate any incidents of non-compliance to their relevant supervisor and/or Risk or Compliance as the second line of defence.

11. Policy Review Frequency and Ownership

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.

12. Disclosures to Investors & Third Parties

The Voting Rights and Shareholder Engagement Policy, or a substantive version thereof, shall be made available on the Waystone website, and a hard copy be provided on request by institutional investors.

Appendix 1 – Glossary of Terms and Acronyms

Acronym/Term	Definition
UCITS	Undertakings for Collective Investment in Transferrable Securities
AIFMD	Alternative Investment Fund Managers Directive
AIF	Alternative Investment Fund

Appendix 2 – RACI Matrix

Requirement	Responsible	Accountable	Support	Consulted	Informed
Confirmation of Engagement Policy of Funds (where applicable)	Investment Manager of Delegated Funds, Investment Committee for Retained Funds	DP for Investment Management	Investment Committee, Investment Management Oversight Team, Delegate Oversight Team		Company Board

Appendix 3 – Version Control History

Note that the below table must be completed for all amendments made to policy, regardless of whether or not Board approval is required.

Version#	Major/Minor/Annual Review	Updated By	Revision Date	Approved By	Approval Date	Reason for/Explanation of Changes
1.0	Major	JR		BoD	13 Dec 2020	Implementation of changes to the Irish Companies act 2014 under the EU Second Shareholder Rights Directive
1.1	Annual Review	NP	24 Aug 2021	BoD	10 Nov 2021	Annual review updates and rebrand of

Voting Rights and Shareholder Engagement Policy 14 May 2024

						documentation to Waystone template
2.1	Annual Review	NP	15 Aug 2022	BoD	26 Sep 2022	Annual review updates
3.1	Annual Review	CJ/KH	14 May 2024	BoD	25 July 2024	Annual review updates