SRD II Engagement Policy

VERSION No:	2
EFFECTIVE DATE:	13 November 2023
OWNER:	Andreas Franz

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PURPOSE AND BACKGROUND

The Shareholder Rights Directive II ("SRD II") amended the original Shareholder Rights Directive to strengthen shareholder engagement and increase transparency for asset managers and owners.

Under obligations arising from SRD II, a firm which trades shares on regulated and comparable markets, is required to either develop and publicly disclose an engagement policy or disclose a clear and reasoned explanation of why it has chosen not to do so.

Fiera Capital (UK) Limited (the "Firm") has elected to develop, adopt and disclose its Engagement Policy which has been approved by the Firm's Management Body.

SCOPE

By virtue of the investment policies of the Firm's investment mandates, the Firm is in scope of these requirements.

This policy applies to all individuals working for the Firm and Fiera Capital (IOM) Limited ("Fiera IOM") which includes permanent, temporary, and seconded personnel ("Personnel").

KEY PRINCIPLES

As the Firm has chosen to develop an appropriate policy, it must additionally make public disclosures on an annual basis on how the Engagement Policy has been implemented.

As the Firm manages assets on a discretionary basis in segregated accounts or through collective investment undertakings for "SRD institutional investors" (broadly, EEA occupational pension schemes or life assurance clients), additional client-by-client disclosures are required irrespective of whether the Firm elects to disclose an engagement policy.

Disclosures:

The Firm is required to disclose on an annual basis how the Engagement Policy has been implemented in a way that meets the requirements in COBS 2.2B.7R. The Firm makes its annual disclosure, alongside the Engagement Policy on Fiera's website.

Additionally, the Firm must on an annual basis, disclose to the relevant SRD institutional investor (s), how its investment strategy and its implementation complies with the application of the rule; and contributes to the medium to long-term performance of the assets of the SRD institutional investor or of the fund that they are invested in.

Such disclosures will be provided and updated on at least an annual basis.

The Firm will also provide this information when requested to by other (non-client) SRD investors.

Where the presence of such an investor cannot be readily ascertained by the Firm, it is able to provide this information upon request.

I. THE ROLE OF SHAREHOLDER ENGAGEMENT IN THE FIRM'S INVESTMENT STRATEGY

The Firm selects potential investee companies based on a bottom-up assessment methodology. As part of this assessment, portfolio managers generally meet with company management on at least one occasion prior to

investment.

Engagement with company management is seen as a crucial element in the overall assessment of a company and demonstrates a willingness on behalf of the company to work with shareholders to achieve their strategic objectives.

II. APPROACH TO ONGOING MONITORING OF INVESTEE COMPANIES

The Firm reviews investments in companies on a regular basis, or following material announcements or developments against the following criteria:

Strategy: Has the company's disclosed strategy materially changed and will the change impact shareholder value?

Financial and non-financial performance and risk: Has the company's risk profile altered and how has this impacted performance / value metrics?

Capital structure: Has the company's capital structure been amended in any way and does this alter potential shareholder value?

Social and environmental impact and corporate governance: Has the company's ESG policy and procedures changed and how will this impact shareholder value?

III. APPROACH TO CONDUCTING DIALOGUE WITH INVESTEE COMPANIES

All dialogue with the investee companies is generally conducted by the lead named analyst at the Firm via the investee company's investor relations department wherever possible and the outcome of such dialogue will be recorded in a file note on each occasion. Any material proposals or suggestions will be discussed and agreed with portfolio managers within the Firm before they are put to investee companies.

IV. PROCEDURE FOR EXERCISING VOTING RIGHTS AND OTHER RIGHTS ATTACHED TO SHARES

To the extent that a client has delegated to the Firm the authority to vote proxies relating to equities, the Firm expects to fulfil its fiduciary obligation to the client by monitoring events concerning the issuer of the security and then voting the proxies in a manner that is consistent with the best interests of that client and that does not subordinate the client's interests to its own.

To that end, the Firm has created a Proxy Voting Policy that governs how proxy voting is to be conducted.
The Firm carefully considers all aspects of the issues presented by a proxy matter, and depending upon the particular client requirements, may vote differently for different clients on the same proxy issue. For example, one client may have specific policies on a particular proxy issue that may lead the Firm to cast a "no" vote, while the policies of another client on that same issue may lead the Firm to cast a "yes" vote.

The Firm has established effective strategies for determining when and how any voting rights held in client portfolios are to be exercised, to the exclusive benefit of the portfolio and its underlying investors concerned. The strategy includes measures and procedures for:

- Monitoring relevant corporate actions;
- Ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant portfolio; and
- Preventing or managing any conflicts of interest arising from the exercise of voting rights.

Absent special client circumstances or specific client policies or instructions, the Firm will vote as follows on the issues listed below:

- Vote for stock option plans and other incentive compensation plans that give both senior management and other employees an opportunity to share in the success of the investee company. However, consideration may be given to the amount of shareholder dilution and any performance hurdles that must be met.
- Vote for programs that permit an investee company to repurchase its own stock.
- Vote for proposals that support board independence (e.g. declassification of directors or requiring a majority of outside directors).
- Vote against management proposals to make takeovers more difficult (e.g. "poison pill" provisions, or supermajority votes).
- Vote for management proposals on the retention of outside auditors. Consideration may be given to the non-audit fees paid to the outside auditor.
- Vote for management endorsed director candidates, absent any special circumstances.

With respect to the wide variety of social and corporate responsibility issues that are presented, the Firm's general policy is to take a position in favour of policies that are designed to advance the economic value of the investee company.

Except in rare instances, abstention is not an acceptable position and votes will be cast either for or against all issues presented. If unusual or controversial issues are presented that are not covered by the general proxy voting policies described above, or if circumstances exist which suggest that it may be appropriate to vote against a general proxy voting policy, the Portfolio Manager shall determine the manner of voting the proxy in question. However, many countries have "proxy blocking" regulations, which prohibit the sale of shares from the date that the vote is filed until the shareholder meeting. A Fund would be unable to sell its shares if a negative news event occurred during this time, thus harming its investors. The Firm reserves the right to decline to vote proxies for stocks affected by proxy blocking regulations.

V. APPROACH TO COOPERATING WITH OTHER SHARES HOLDERS

The Firm will cooperate with other shareholders if it is deemed in the best interests of its clients to do so. Circumstances in which this may be relevant include, but is not limited to, class actions and non-standard corporate actions.

VI. APPROACH TO COMMUNICATING WITH OTHER NON-EQUITY STAKEHOLDERS

The Firm may also engage with non-equity stakeholders in companies in certain circumstances where to do so would benefit clients.

VII. PROCEDURE FOR MANAGING ACTUAL AND POTENTIAL CONFLICTS OF INTERESTS IN RELATION TO THE FIRM'S ENGAGEMENT

The Firm maintains a register of potential and actual conflicts of interest which are supplemented by a register of the outside business interests of staff members.

Where the Firm faces a material conflict that it is unable to manage or prevent, it is the Firm's policy to disclose this to the client(s) concerned prior to taking any action.

To ensure that proxy votes are voted in a client's best interest and unaffected by any conflict of interest that may exist, the Firm will vote on a proxy question that presents a material conflict of interest between the interests of a client and the interests of the Firm as follows:

- If one of the Firm's general proxy voting policies described above applies to the proxy issue in question, the Firm will vote the proxy in accordance with that policy. This assumes, of course, that the policy in question furthers the interests of the client and not of the Firm.
- However, if the general proxy voting policy does not further the interests of the client, the Firm will then seek specific instructions from the client.

OVERSIGHT

i. Annual Update, Policy and Disclosure

This policy and the related disclosure(s) are reviewed on at least an annual basis and presented to the Risk and Governance Committee. As part of this review, the Firm will update its annual disclosure(s) to include consideration of the following:

- A general description of voting behaviour;
- An explanation of how it has cast significant votes, including how it has cast votes in the general meetings of companies in which it holds shares; and
- Reporting on the use of the services of proxy advisors.

ii. **Shareholder Engagement and Proxy Voting**

The Firm monitors and records the way in which it has engaged with investee companies, including with regards to, and in accordance with the Firm's Proxy Voting Policy.

The Firm maintains a record of votes exercised and periodically, and on at least an annual basis, reviews the Firm's voting record and confirm that a random sample of proxy questions were voted according to the approved policy; and reviews any material conflicts that have been documented and determine independently whether the conflict was resolved in favour of the client's interests.

The Firm is not required to disclose votes that are insignificant due to the subject matter of the vote or the size of the holding in the company. The Firm will consider the significance of each vote on an on-going basis and in accordance with its Proxy Voting Policy.

POLICY GOVERNANCE

APPROVED BY	Management Body
APPROVAL DATE	13 November 2023
LAST CHANGE DATE & DETAILS OF CHANGE	November 2022: Change to revised format, materiality remains unchanged. November 2023: Minor immaterial revisions.
LAST REVIEW DATE	November 2023
NEXT REVIEW DATE	November 2024
ISSUE DATE	13 November 2023
VERSION NUMBER	2
POLICY OWNER	Andreas Franz