

Mirabaud Asset Management Proxy Voting Policy



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1 General Information

1.1 Principle

As an active and responsible shareholder, Mirabaud Group believes that voting at shareholders' meetings and engagement with companies concerning sustainability issues are key elements for taking part in investee companies' decision-making processes and strategies.

The entities of the Mirabaud Asset Management business line (hereinafter referred to as « MAM Group ») therefore commit to having a global and uniform approach to proxy voting which will aim to protect the best interest of investors and take into account the issuer's good governance and sustainable corporate practices. MAM Group's voting policy is based on generally accepted best practices. These best practices are among others reflected in the OECD Principles of Corporate Governance, the OECD Guidelines for Multinational Enterprises, the ICGN Global Governance Principles, the UN Global Compact and the UN Principles for Responsible Investment (UN PRI) and where applicable the UK Stewardship Code.

This document aims to describe the policy for the exercise of voting rights conferred by the companies and financial instruments in which MAM Group invests on behalf of funds and discretionary management mandates.

1.2 Scope

The policy applies to the exercise of voting rights on behalf of funds significantly invested in listed equities for which MAM Group entities act either as fund management company or portfolio manager and over which MAM Group has been granted proxy voting discretion, as listed under item 10 below (hereinafter referred to as the « Funds »).

This policy shall cover discretionary management mandates and dedicated funds where instructed by the client.

2 Line of Conduct

MAM Group has adopted the policy and the procedures described hereunder to allow a systematic, consistent and transparent exercise of the voting rights associated with the shares and other financial instruments conferring such rights held within the portfolios of the Funds.

The policy also ensures that, when MAM Group has the authority to exercise voting rights:

- The delegation of voting rights is transparent;
- Common guidelines are applicable for recurrent items;
- The process when MAM Group entities exercise voting rights independently is clearly defined;
- MAM Group entities respect legal and contractual requirements as well as their obligations to protect and promote the long-term interests of investors.

The following key principles shall guide MAM Group's voting process:

- Act independently and in the best interest of investors;

- Prefer decisions that maximize the long term value of companies in which the portfolios are invested;
- Ensure that decisions taken are not influenced by potential conflicts of interest;
- Take into account costs borne by the final investors in the funds.

The adopted strategy is to exercise all voting rights associated with the stocks held by the portfolios, regardless of whether they are considered as affecting the long-term interests of investors or not, unless it is impossible to do so or if there is a specific situation which prevents the application of this strategy.

3 Voting Guidelines

This section describes MAM Group's generally applicable principles regarding the most common matters that appear on the agenda of shareholder meetings across the markets in which the Funds invest in listed equities.

- **Board of Directors**

The board of directors should comprise individuals with relevant and diverse skills and traits, knowledge of the company and experience in the sector and regions in which the company operates.

The board should be an active, independent and competent body which is collectively accountable for its decisions to the shareholders that have appointed it.

Board members should be elected individually and annually by the shareholders.

The roles of Chairman and CEO are fundamentally different and should not be held by the same person. When there is combination of these functions, the board should provide detailed and substantial justification and take steps to offset such concentration of power.

The board should establish key committees in charge of certain matters, in particular audit, nomination and remuneration.

The board as a whole should act in the best interest of all shareholders and should establish appropriate channels of communication to facilitate this. Therefore an active and open dialogue between the board and shareholders is encouraged.

- **Remuneration**

Remuneration structures should be designed to incentivise executives to promote long-term, sustainable performance of the company.

The remuneration system should be clear, easy to understand and transparent, with full disclosure of key elements of the remuneration schemes.

Executive remuneration should contain fixed and variable elements, and the latter should be based on clear and challenging performance targets. Variable element targets should be designed to support and reflect the company's strategic objectives as well as long-term shareholders interest. In general a large part of the variable elements should be paid in form of shares subject to appropriate vesting and holding period (at least three years). The performance criteria that are part of the remuneration policy should be measurable, relevant to the company and transparently disclosed.

- **Shareholder rights and equitable treatment of shareholders**

The one-share-one-vote principle must be respected. Any deviation from this principle should be demonstrably beneficial to all shareholders.

Shareholders must receive timely and adequate disclosure.

Shareholders should have access to board members through channels that are independent of executive management.

Shareholders should be able to file proposals to shareholder meetings, ask for shareholder meetings to be called, and be able to vote on material changes affecting the company.

- **Auditor**

The auditors must be independent if they are to be credible in the eyes of investors.

The company should disclose the breakdown of all remuneration paid to external auditors in order to ensure that non-audit services do not exceed a certain threshold in comparison to the fees received for the audit of the company.

The auditor in charge should regularly rotate to ensure the independence of the external auditor.

- **Reporting and accounts**

The annual report should present a fair, exhaustive and understandable assessment of the company. It should be both reflective of the prior year and set out the strategy and considered future prospects of the company.

- **Capital increase/decrease, mergers & acquisitions and other special transactions**

New issuances of shares should be offered proportionately to existing shareholders and unlimited capital authorisations should be avoided.

The company should ensure fair treatment of minority shareholders when making changes to the corporate or capital structure and on corporate transactions.

When the company seeks to waive current shareholders' pre-emption rights, it should explain the conditions and circumstances and ensure that the decision fairly benefits all shareholders and seek prior shareholder approval.

In the case of authorised/conditional capital, the company should explain the conditions and circumstances under which delegated authority will be exercised by the company (at least the maximum number of shares to be issued, the duration of the requested authorisation, how the exercise price will be determined and the potential use of the proceeds).

- **Articles of Association and legal structure**

The company should submit each material amendment of its articles of association to a separate vote in order to allow shareholders to evaluate each amendment on its own merits.

- **Environmental, Social and Governance issues**

The company should address the impact of its activities on the environment society and in the context of its governance.

Social, environmental and governance risk factors should be included in the long term strategic business planning of the company.

Material environmental, social, and governance documents and information should be disclosed to enable shareholders to better understand the company's risk related management. This includes, but is not limited to, publication of codes of conduct, policies, strategies, management plans and performance data with respect to environmental, social and governance issues as well as impact assessments of specific projects or operations.

4 Delegation of the Exercise of Voting Rights

Due to the volume and diversity of securities held by the Funds, MAM Group has retained Institutional Shareholder Services Inc. (hereinafter referred to as « ISS »), a subsidiary of MSCI Inc., to provide assistance in the exercise of voting rights. ISS is an independent and recognised company in the field of the global management of voting rights and of topics and services linked to corporate governance.

ISS carries out analysis on the companies in which the Funds invest and makes voting suggestions while taking into account the approach defined by MAM Group with ISS. ISS thus brings operational support, which includes the registration of information and reporting to MAM Group, as well as to the Funds and their managers. Access to voting recommendations has been enabled for the representatives of MAM Group entities for the Funds and their portfolio managers.

The voting rights are, in principle, exercised according to the recommendations of ISS. Particular focus is given to "meaningful" events such as merger proposals, liquidations, or spin-offs, which could have a notable effect on the organisation of the company in question, its value or the rights attached to the shares held.

However, MAM Group entities have the opportunity, at any time, prior to the deadline for validation of the instructions, to modify the voting instructions issued by ISS. Depending on the domicile of the Funds, the procedure may differ:

- **For Collective Investment funds administered by Mirabaud Asset Management (Suisse) SA** (hereinafter referred to as (« MAM CH »), such a decision can only be taken by the Executive Committee. The elements which motivated the decision to depart from the recommendation issued by ISS will be minuted.

MAM CH fully complies with the Swiss Funds & Asset Management Association's special information on the exercise of shareholders and members' rights.

- **For Collective investment funds administered by Mirabaud Asset Management (Europe) SA** (hereinafter referred to as « MAME »), such a decision can only be taken by the Senior Management of MAME. The elements which motivated the decision to derogate from the recommendation issued by ISS will be minuted.

For any Discretionary management mandates and dedicated Funds where discretion to vote is unfettered by the Client voting rights are, in principle, exercised according to the recommendations of ISS. However, MAM Group entities have the opportunity, at any time, prior to the deadline for validation of the instructions, to modify the voting instructions issued by ISS. Any such decision will be sponsored internally by the portfolio manager and reviewed independently by the relevant MAM Group entity's Executive Committee prior to endorsement and implementation. The elements which motivated the decision to derogate from the recommendation issued by ISS and its formal endorsement by the Committee will be minuted. In any other circumstance, client directions will be respected.

5 Process of exercising Voting Rights

The list of companies in which MAM Group is invested through the Funds is sent by the Funds' depository banks via a platform to ISS.

Once the limit date for the validation on the voting recommendations is reached, ISS sends to the platform the instructions for voting. These are either ISS's recommendations or the specific recommendations given by MAM Group entities, when applicable as explained under item 4 above. MAM Group maintains appropriate documentation regarding the instructions given on the positions held by the Funds and regularly provides the Funds' Board of Directors with relevant information.

For discretionary management mandates and dedicated funds a separate procedure describes the process of exercising voting rights.

6 Expenses / Costs

Costs associated with the exercise of voting rights will be borne by the respective sub-funds of the Funds, discretionary management mandates or dedicated funds whereas the costs associated with the analysis and recommendations issued by ISS are borne by MAM Group. Any expenses/costs incurred in reviewing or updating the proxy voting policies and in undertaking business as usual activities arising from these policies will be borne by MAM Group.

7 Availability

Additional information regarding the exercise of voting rights as well as additional details related to proxy voting instruction resulting of the strategy may be obtained free of charge, by any investor requesting them from the relevant MAM Group entity.

The MAM Proxy Voting Dashboard showing the Fund's voting records is available on the following webpage:
<https://www.mirabaud-am.com/en/general-contents/proxy-voting/>

8 Security lending

MAM Group has prohibited security lending which allows it to fully exercise its voting rights.

9 Revision and approbation

This policy and any amendments thereof shall be approved by the competent governing body of the relevant MAM Group entity. Regular reviews are conducted and revisions will be undertaken to capture evolving expectations in key areas.

10 Products covered by this Policy

The Policy covers all sub-funds significantly invested in listed equities and other financial instruments conferring voting rights and which are part of the following Funds promoted by MAM Group, which are domiciled in Luxembourg or in Switzerland and are under the supervision of MAM Group:

- Mirabaud (CH)
- Mirabaud Fund (CH)
- Mirabaud Multi Assets
- Mirabaud SICAV
- Mirabaud Swiss Alpha Plus
- Discretionary management mandates and dedicated funds (where applicable)