

**Shareholder Engagement Policy
(the "Policy")**

Fisher Investments Europe Limited

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1 Introduction

- 1.1 The United Kingdom's Financial Conduct Authority's Conduct of Business rule 2.2B ("**SRD II**") requires institutional investors and asset managers to develop and publicly disclose an engagement policy that describes how they integrate shareholder engagement into their investment strategy.
- 1.2 Fisher Investments Europe Limited, trading as Fisher Investments UK ("**FIUK**") delegates its portfolio management services, as well as other services covered by this Policy, to its parent company, Fisher Asset Management, LLC, trading as Fisher Investments ("**FI**"), subject to FIUK's oversight.
- 1.3 In compliance with the requirements of SRD II, FIUK has put in place and made publicly accessible this Policy describing how FIUK, and FI on behalf of FIUK, integrates shareholder engagement into FIUK's investment strategy.
- 1.4 This Policy describes how FIUK and FI, on behalf of FIUK:
 - (a) monitor FIUK's clients' investee companies (the "**companies**") on relevant matters (including strategy, financial and non-financial performance and risk, capital structure, social and environmental impact and corporate governance);
 - (b) conduct dialogue with the companies;
 - (c) exercise voting rights and other rights attached to shares of the companies;
 - (d) co-operate with other shareholders;
 - (e) communicate with relevant stakeholders; and
 - (f) manage actual and potential conflicts of interests in relation to such engagements.

2 Scope

Consistent with the scope of SRD II, this Policy relates to FI's management of FIUK's client accounts on behalf of FIUK, which invest in shares with a listing on a United Kingdom ("**UK**") regulated market or on a comparable market outside the UK.

3 How FIE and FI engage on behalf of FIE's clients

FI's approach to shareholder engagement on behalf of FIUK's clients is described as follows:

FI is an active investment manager on behalf of its and its affiliates' clients that engages with companies as part of its fundamental analysis and to clarify or express concerns over potential environmental, social or governance ("**ESG**") issues at the firm or industry level.

FI holds meetings with company management as necessary to discuss issues FI feels are pertinent to analysing the company or better understanding peers or relevant industry factors. Relevant information uncovered during engagement may be incorporated into FI's fundamental analysis. Depending on the issue, FI may engage in additional meetings with company management, intervene in concert with other institutions on the issue or meet with appropriate members of a company's board. FI commonly engages with company management on proxy voting issues, particularly when Institutional Shareholder Services, Inc. ("**ISS**") is in disagreement with company management. To encourage a real-time, active engagement dialogue, FI prefers either a phone call or in-person meeting with the company.

FI has dedicated staff who work to identify ESG risks and opportunities and conducts engagement with companies. FI utilizes a combination of qualitative and quantitative information to generate a focus list of potential ESG engagement opportunities. The list is further vetted based on bottom up company research. FI may also conduct shareholder engagement upon request of FIUK's clients. As part of the engagement process, FI reviews a wide range of materials, which may include: analysis from FI's ESG research providers, company financial and sustainability disclosures, research from responsible investment network partners and relevant NGO reports.

3.1 Monitoring of companies

FI monitors FIUK's clients' holdings on an ongoing basis, and engagements are considered whenever concerns arise related to a company's business. Engagements may also be considered when FI's third party ESG ratings provider significantly downgrades a company's rating; a company's activity results in it being assigned a red flag (severe controversy); FI decides against buying a security in an ESG portfolio for ESG-related reasons; a holding no longer complies with FI's ESG screens; FI seeks to learn more about an upcoming proxy vote; or at the request of an FIUK client.

3.2 Dialogue with companies

FI's experience shows stewardship concerns are usually best resolved by direct contact with company officials—whether at the board or management level. Escalating an issue beyond that point depends on the materiality of the issue, the company's responses to past communications and whether FI believes such engagement is in the applicable FIUK's clients' best interests. Corporate engagements may consist of letters, emails, conference calls, or in-person meetings with company representatives. Each engagement has a defined objective and may include a plan for follow up with the company. When appropriate, FI monitors the company's progress and records milestones along the way.

3.3 Voting rights and other rights

FI has policies in place to monitor corporate actions and, if authorized and directed in the applicable investment management agreement or confidential client agreement, ensure the exercise of voting rights.

To the extent FIUK is authorized and directed to vote proxies on behalf of a client pursuant to the applicable investment management agreement or confidential client agreement, FI, on behalf of FIUK, utilizes ISS as a third-party proxy service provider. ISS is one of the largest providers of corporate governance solutions with services including objective governance research and analysis, proxy voting and distribution solutions. When FI votes proxies on behalf of FIUK's clients, FI partners with ISS to evaluate issues and votes with the best interests of FIUK's clients in mind. If a FIUK client were to request FIUK to vote proxies on behalf of such FIUK client a certain way or to apply a specific proxy voting policy, FIUK and FI, on behalf of FIUK, will do its best to accommodate the request. For example, FI has partnered with ISS to create a custom voting policy consistent with FI's ESG policies made available to all of its, and its affiliates', institutional clients implementing an ESG strategy or upon request. FI frequently engages with company management on proxy voting issues.

FI's Proxy Voting Policy is available on request.

FI's Corporate Actions Elections Policy is available on request.

3.4 How FI, on behalf of FIUK's clients, co-operates with other shareholders

FI recognizes the importance of working together, and FI collaborates with other institutional investors through certain networks and on an ad hoc basis to engage companies when FI believes doing so is likely to advance FIUK's clients' interests, is consistent with FI's and FIUK's policies and procedures and is permissible under applicable laws and regulations. FI seeks to have a clear objective for collaborative engagements. As involving multiple parties in an engagement can increase complexities, FI seeks to ensure all collaborative engagements follow the United Nation's Principles for Responsible Investment's "4 Cs" for success: commonality, coordination, clarity and clout. FI evaluates collaborative engagements as it would standalone engagements.

3.5 Communication with relevant stakeholders

Neither FIUK nor FI systematically communicate with stakeholders of companies regarding the investment decision. However, as part of FI's due diligence on a company, FI, on behalf of FIUK's clients, may review publications or participate in events that may also be attended by other stakeholders. In addition, FI, on behalf of FIUK's clients, occasionally participates in collective engagements with other shareholders (as described in Section 3.4), which may include representatives from stakeholder groups.

3.6 Conflicts of Interest

FIUK and FI have adopted effective written conflicts of interest policies and have put in place procedures and measures for the prevention or management of conflicts of interest including where such conflicts may arise due to how FI, on behalf of FIUK's clients, engages with companies FIUK's clients are invested in.

4 Disclosure of FIUK's, and FI's on behalf of FIUK, engagement activities

4.1 There are several relevant resources at the following website: <https://institutional.fisherinvestments.com/en-gb/process/esg>, including:

- (a) Policies: ESG Policy Statement and Engagement Policy;
- (b) Reports: Proxy Voting and Engagement reports (FIUK's institutional clients may request bespoke Proxy Voting and Engagement reports). FIUK's clients may receive copies of these reports or view them online; and
- (c) UK Stewardship Code response as a signatory of the UK Stewardship Code.

4.2 The webpage listed above includes disclosure on how this Policy has been implemented for the previous year. Such disclosure will include the following:

- (a) a general description of voting behaviour;
- (b) an explanation of the most significant votes taken;
- (c) information on the use, if any, of the services of proxy advisers; and
- (d) information on how FI has cast votes in the general meetings of companies in which FIUK's clients hold shares.

Voting in companies which are considered insignificant because of the subject matter of the vote or the size of the holding in the company concerned will not be disclosed.

For FIUK's clients that have not authorized and directed FIUK to vote proxies, because no proxies were voted on behalf of such clients, the Proxy Voting Reports included on the webpage listed above is not applicable. As such, no annual proxy voting disclosure as provided under SRD II will be made available to such clients.

- 4.3 For FIUK's clients that have authorized and directed FIUK to vote proxies, if in any given year, should disclosure describing how this Policy has been implemented not be publicly available, FIUK will publicly disclose a clear and reasoned explanation of why FIUK has chosen not to comply with this requirement.
- 4.4 If a UK or EU regulated life insurance company or occupational pension scheme (in each case an "**Institutional Investor**") is an FIUK client, such Institutional Investor will be provided at least annually with the specific information prescribed in the United Kingdom's transposition of SRD II.
- 4.5 Where the information to be disclosed in accordance with Section 4.4 is publicly available, FIUK shall not be required to provide that information to the relevant Institutional Investor directly.

5 Review of the Policy

- 5.1 This Policy will be reviewed and updated on at least an annual basis, and altered from time to time as appropriate. The latest version of this Policy will be available on FIUK's website.