

Optimum Asset Management S.A.
(“**OAM**” & “**AIFM**”)

Portfolio Management Department

Proxy Voting Policy

Approved by the Board of Directors of Optimum Asset Management S.A. on 24
August 2018 and valid as from that date.

History

Version	Release Date	Description	Amended by	Reviewed by
2.0	6/10/2021	General review – amendments as per internal audit items and update to reflect the standard layout	GW	TS OAM Board
1.0	24/08/2018	Initial Version and implementation of policy	TS / AS	OAM Board

PROXY VOTING POLICY

The board of directors (the **Board**) of Optimum Asset Management S.A. (**OAM**) has approved the following Proxy Voting Policy (the **Policy**) in respect of its activities that OAM performs as alternative investment fund manager (**AIFM**) according to the Luxemburg Law of 12 July 2013 (**AIFM Law**).

1. General principles and regulatory requirements

OAM has implemented this Policy in accordance with the requirements under the AIFM Law and Section 5.5.10. of CSSF Circular 18-698 regarding the exercise of voting rights in order to develop adequate and effective strategies for determining when and how the voting rights attached to the investments in the portfolios (the **Voting Rights**) of the alternative investment funds that OAM provides services for (the **Managed AIFs**) are to be exercised. OAM is acting on behalf of the Managed AIFs and is responsible for the exercise of the Voting Rights. OAM will monitor all relevant corporate events and will ensure that the Voting Rights are always exercised in accordance with:

- the exclusive interest of the Managed AIFs and their investors; and
- the investment objectives and policies of the Managed AIFs.

2. Scope

This Policy applies to all directors and portfolio management employees of OAM (including its branch) and covers every investment in the Managed AIFs' portfolios that has a voting right attached.

Should a Managed AIF not have explicitly vested OAM with the right to exercise the voting rights relating to the instruments held in its portfolio, it is not in scope of this Policy and must establish its own voting right policy.

3. Voting Principles

The medium to long-term aim of the exercise of the Voting Rights is to achieve improvements in the corporate governance and other areas of the target investments and to increase the value of the Managed AIFs for their investors. OAM generally exercises, and will cause any delegate to exercise, the Voting Rights for the following proposals/issues in the manner described below:

- (a) Amendments to the articles of association:
When voting on any amendment to the articles of association, OAM only votes in favour, if the amendment is in line with the interests of the Managed AIFs and their investors.

(b) Approval of financial statements and allocation of income:

For the approval of the financial statements the following criteria will influence the voting decision:

- completeness of the financial statements;
- accessibility, consistency and continuity of financial information;
- comprehensive and immediate presentation of financial risks, off-balance sheet commitments, disputes pending resolution and non-financial risks;
- compliance with any applicable legal and regulatory requirements;
- proposed allocation of income – in line with the company’s financial position and in line with respective sub-fund’s strategy?

(c) Appointment and removal of management bodies:

When voting on a proposal in relation to the appointment or removal of the board of directors or the management body of a target investment, OAM will favour such proposals that promote independence, accountability, responsiveness and competence and will take into consideration whether:

- the appointment of directors complies with usual practice and fulfils conditions of eligibility in terms of competence and experience;
- corporate officers’ fixed and variable remuneration are explicitly disclosed, where appropriate, and the overall amounts paid are in line with market practice;
- severance packages and pension commitments for corporate officers comply with good corporate governance.

(d) Ratifying auditors:

When voting on a proposal to ratify external auditors, OAM will consider whether:

- an auditor has a financial interest in or association with the company
- an auditor charges fees for non-audit services that are excessive
- there is a reason to believe that the auditor’s opinion is neither accurate nor indicative of the company’s financial position;

(e) Mergers and acquisitions

When voting on a proposal in relation to mergers and acquisitions, OAM will ensure that its decision is based on the availability of sufficient and adequate information. Proposals for reorganization and/or restructuring shall be assessed on a case-by case basis. OAM has to ensure that:

- the voting rights, earnings distribution or any other shareholder rights are not altered disproportionately;
- the structure following the merger/ acquisition displays good governance;
- the merger appears to be in the best interest of the Managed AIFs and their underlying shareholder.

There may be instances when OAM does not vote in accordance with this Policy due to specific circumstances of the respective investment in question which may be better handled on a case by case basis.

4. Conflicts of interest

In accordance with regulatory requirements, OAM has established a conflicts of interest policy in order to identify, prevent and manage conflicts of interest. In implementing this Policy, OAM will ensure that it complies with the principles set out in the OAM Conflicts of Interest Policy.

5. Process

Voting decisions are usually taken by the Conducting Officer responsible for Portfolio Management, but can also be taken individually by a director of OAM (or an appointed delegate).

All voting decisions and their justifications must be documented in written form and have to be recorded in an appropriate voting right register which shall be subject to a regular review and analysis by the Board and the Compliance Function.

OAM aims at attending or appoint a representative to attend an annual general meeting of an investment in person where it is deemed necessary and in the best interest of the Managed AIFs and where the cost created by attending the annual general meeting are proportionate to the goal that is pursued by the attendance.

6. Recordkeeping and disclosure

This Policy will be made available to the investors of the Managed AIFs free of charge, on OAM's website www.optimumam.com or upon request. This Policy shall be regularly reviewed and any material changes to the Policy will be made available to investors of the Managed AIFs in the same manner.

OAM will disclose voting decisions to the investors of the relevant Managed AIF free of charge upon request.