

## 1 SHAREHOLDER ENGAGEMENT POLICY

### 1.1 Introduction

SAMI is a UCITS management company and alternative investment fund manager (“AIFM”) authorised and regulated by the Central Bank of Ireland (the “Central Bank”) pursuant to the Undertakings for Collective Investment in Transferable Securities, Regulations 2011 as amended (the “UCITS Regulations”) and the European Union (Alternative Investment Fund Managers) Regulations 2013 (S.I 257 of 2013) (the “AIFM Regulations”). SAMI provides management services to the Funds. It has delegated investment management activities with respect to the Funds to a variety of investment managers (the “Investment Managers”) in accordance with the requirements of the UCITS Regulations, the AIFM Regulations and the Central Bank.

### 1.2 Background to Shareholder Engagement Policy

Article 3g of the Shareholders’ Rights Directive 2017/828/EU and Regulation 1110H of the European Union (Shareholders’ Rights) Regulations 2020 (the Irish implementing regulation) (together referred to as “**SRD II**”) requires asset managers, which includes MiFID Firms, AIFMs, UCITS Management Companies, and self-managed investment companies (“**Asset Managers**”) to develop and publicly disclose an engagement policy that describes how they address shareholder engagement in relation to their investment in EEA companies that are listed on an EEA regulated market.

This Shareholder Engagement Policy must describe how the Asset Manager:

- monitors investee companies on relevant matters, including strategy, financial and non-financial performance and risk, capital structure, social and environmental impact and corporate governance;
- conducts dialogues with investee companies;
- exercises voting rights and other rights attached to shares;
- co-operates with other shareholders;
- communicate with relevant stakeholders of investee companies; and
- manages actual and potential conflicts of interests in relation to its engagement.

### 1.3 Shareholder Engagement Policy

For the purposes of compliance with the above provisions of SRD II, SAMI shall rely upon the Shareholder Engagement Policies of the Investment Managers to which it delegates investment management activities.

On an annual basis, each Investment Manager will publicly disclose how this policy has been implemented, including a general description of voting behaviour, an explanation of the most significant votes and the use of the services of proxy advisors.

In addition, each Investment Manager will publicly disclose how it has voted on matters relating to in-scope companies in which it holds shares, noting that such disclosure may exclude votes that are insignificant due to the subject matter of the vote or the size of the holding in the company.



This information will be made available free of charge on the relevant Investment Manager's website.

SAMI will perform initial and ongoing annual due diligence on the relevant Investment Manager to verify that their Engagement Policy complies with the above provisions of SRD II.

#### 1.4 Entitlement to receive certain information relating to your investment in the Collective Investment Scheme ("CIS")

As a Shareholder in the CIS, a copy of the latest annual and, where applicable, semi-annual financial statements of the CIS will be available to you as detailed in prospectus. The latest Net Asset Value per Share is also available as detailed in the prospectus. Should you require any for which further information relating to the terms of your investment, please refer to the prospectus, the Memorandum and Articles of Association of the CIS and share application form relating to your investment in the CIS. Copies of the prospectus, the latest annual reports and any subsequent half-yearly reports and the supplement for the CIS may be obtained free of charge on SAMI's website.

#### 1.5 Entitlement to make a complaint

As a Shareholder in a CIS, you are entitled to make a complaint free of charge. Any such complaint will be handled by the appointed management company, SAMI, promptly and effectively. SAMI has a complaint handling policy in place, which is available to investors free of charge by contacting:

Sanlam Asset Management (Ireland) Limited  
Beech House  
Beech Hill Road  
Dublin 4  
D04 V5N2  
Ireland  
Email: [Compliance@sanlam.ie](mailto:Compliance@sanlam.ie)  
Phone: +353 1 2053 525

You also have the right to refer the relevant complaint to the Financial Services and Pensions Ombudsman after following the CIS complaints process if you are still not satisfied with the response received.

#### 1.6 Investor rights against the CIS and service providers of the CIS

As a Shareholder in a CIS, you have a right of action against the CIS for any breach of contract. Shareholders in a CIS do not have any direct contractual rights against any service provider appointed in respect of the CIS because of the absence of a direct contractual relationship between the Shareholder and the relevant service provider. Instead, the proper plaintiff in an action in respect of which a wrongdoing is alleged to have been committed against the CIS or its management company by the relevant service provider is typically the CIS or its management company as applicable.

Notwithstanding the foregoing, a Shareholder has a regulatory right of action to pursue the Depositary appointed by the CIS in respect (i) any loss of an asset held in the custody of the Depositary or any delegate of the Depositary or (ii) of any other losses caused by the Depositary's negligent or intentional failure to properly fulfil its obligations under applicable regulations provided that this does not lead to a duplication of redress or to unequal treatment of Shareholders in the CIS.



## 1.7 Representative actions

Investor compensation schemes provide retail investors with a level of protection should an investment firm cannot meet its obligations to investors. Only those who are classified as retail investors are protected by such schemes. Institutions and non-retail clients do not receive protection from these schemes.

Currently under Irish court rules, there is no formal representative action procedure in place which facilitates collective redress by retail investors in respect of infringements of EU or national law. This means that any action brought in an Irish court relating to an infringement of Irish or EU laws governing CIS and their managers must currently be litigated on an individual basis.

A collective redress mechanism, as required under Directive (EU) 2020/1828, must be implemented in Ireland by 25 June 2023.

Investors should note that not all of the protections provided for under their relevant regulatory regime may apply and there may be no right to compensation under such regulatory regime, if such scheme exists.