

Voting rights

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PROCEDURE REFERENCE :	POL - 2	SHORT NAME :	Voting policy
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1. Introduction

The Board of Directors of the Management Company has approved the following policy (hereafter “the Policy”) for exercising voting rights on behalf of the Funds under management in the best interest of unit holders.

The Management Company confirms that it has developed an adequate and effective strategy permitting the exercise of voting rights attached to the instruments held in the portfolios in the exclusive interest of the UCITS concerned.

This Policy covers the securities held by the Funds managed by the Management Company, for which the board of directors of the Fund has specifically mandated the Management Company to exercise the voting rights attached to the instruments held in its portfolio, and did not decide to apply another voting right policy specific to the Fund.

The Policy is available free of charge for investors on the website of the Management Company or on their request and any material changes to the policy will be made available to the investors of the Funds in the same manner.

The strategy is regularly updated and freely available to the CSSF.

2. Procedure

When mandated by the board of directors of a Fund, the Management Company will instruct the investment manager or the depositary bank to vote on behalf of the Fund at the annual general meeting or the extraordinary general meeting of the shareholders of a specific security held by the Fund when:

- the position held by the Fund exceeds the detention threshold defined by the European Directive 2004/109/EC on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market.
- the annual/extraordinary general meeting of the shareholders of the security has to vote on one or several aspects likely to affect significantly the interests of the Fund, such as corporate governance issues, changes to capital structure, stock option plans and other management compensation issues, social and corporate responsibility issues, appointment and removal of directors, etc.

If the position held by the Fund does not exceed the aforementioned threshold, the Management Company may abstain from voting.

When exercising the voting rights, The Management Company will act exclusively in the best interest of the Fund and its investors, in accordance with the investment objectives of the Fund and to prevent conflicts of interest.

The Management Company will act on a best effort basis and as long as the relevant information on the voting possibility is publicly available and provided to the Management Company by the depositary bank of the Fund.

3. Control points reminder

Name of the Control	Team in Charge	Periodicity
Reviewing the Funds' voting right policy. Review of Corporate Events' reports provided by the depositary bank of the Funds	Compliance Officer	Annually
Controlling that the investors have a free of charge access to the Policy on the website or at their request and that any material change is made available to them and to the details of the actions taken on the basis of those strategies	Compliance Officer	Annually
Ensuring that a specific strategy is implemented in the case the investment company has not specifically mandated the management company to exercise the voting rights. Review of the list of Funds mandating the Management Company for voting	Compliance Officer	Annually
Controlling that the existence of an effective and adequate strategy by the Management Company. Ensuring that the strategy for voting rights is regularly updated and that the CSSF has a free access to it.	Compliance Officer	At the moment of its authorisation/ Regularly/ At each request of the CSSF for a copy of the strategy

4. Reminder of the Rules

CSSF REGULATION NO. 10-4

“CHAPTER III CONFLICTS OF INTEREST

[...]

Article 23 Strategies for the exercise of voting rights

1. Management companies shall develop adequate and effective strategies for determining when and how voting rights attached to instruments held in the managed portfolios are to be exercised, to the exclusive benefit of the UCITS concerned.

2. The strategy referred to in paragraph (1) shall determine measures and procedures for:

- a) monitoring relevant corporate events;
- b) ensuring that the exercise of voting rights is in accordance with the investment objectives and policy of the relevant UCITS;
- c) preventing or managing any conflicts of interest arising from the exercise of voting rights.

(3) A summary description of the strategies referred to in paragraph (1) shall be made available to investors. Details of the actions taken on the basis of those strategies shall be made available to the unitholders free of charge and on their request.”

CSSF CIRCULAR NO. 18/698

Section 5.5.10.: Exercise of voting rights

392. Pursuant to Article 23 of CSSF Regulation 10-4 (...), the IFM must, among others, develop an adequate and effective strategy for determining when and how voting rights attached to instruments held in the managed portfolios are to be exercised, to the exclusive benefit of the UCI concerned and its investors.

393. Any UCI that has not specifically mandated the IFM to exercise the voting rights attached to the instruments held in its portfolio, must develop its own strategy for the exercise of voting rights.

394. It is also acceptable for an IFM to refer either to the strategies developed in this regard by the group to which it belongs or to the recognised international standards when developing its own strategy for exercising voting rights. The use of a delegate's strategy, where appropriate, is allowed provided that the IFM ensures during its initial due diligence and ongoing monitoring as referred to in Section 6.2.3. (Initial due diligence and ongoing monitoring of delegates) that the delegate's strategy complies with the provisions of point 392 above.

395. A brief description of this strategy must be made available to investors free of charge, in particular by way of a website.

396. At the moment of its authorisation, the IFM must confirm that an adequate and effective strategy has been put in place permitting the exercise of voting rights attached to the instruments held in the portfolios in the exclusive interest of the UCIs concerned. This procedure must be regularly updated. The CSSF reserves the right to request a copy of this procedure at any time.