

NOVEMBER 2023

VOTING POLICY

UBP Asset Management (France)

Reference: Version 3.0
Creation date: 03/2005
Date of update: 11/2023



UNION BANCAIRE PRIVÉE

Content

1. Objective and Scope	3
1.1 Context	3
1.2 Applicable rules	3
2. Guiding Principles	3
3. Delegation of the Exercise of Voting Right	4
3.1 Proxy Voting Guidelines	4
3.2 Workflow and Rules of Engagement	4
4. Conflict of interests	5
5. Disclosure of the voting rights policy to investors	5
6. Appendices	5

Union Bancaire Gestion Institutionnelle (France) SAS (below “**UBP AM France**”) is a French Asset Management Company registered with the AMF under reference GP98041 relating to collective investment funds, both UCITS and AIF, and mandate it manages. The following voting policy sets out UBP AM France’s duties and obligations when exercising voting rights on behalf of its clients and is an integral part of UBP AM France’s engagement policy as defined within UBP Group’s Responsible Investments policy.

1. Objective and Scope

1.1 Context

UBP AM France acts as the Management Company for various UCITS and AIF funds and mandates (hereinafter the “Funds” or “Clients”).

UBP AM France acts:

- either as direct portfolio manager, for convertible bond Funds and Clients
- or may sub-delegate the portfolio management of the Funds or Clients to another entity within UBP group (if applicable, a partner outside of UBP group) when it does not have the internal expertise to directly manage the strategy or asset class

This policy applies to the exercise of voting rights on behalf of Funds significantly invested in listed equities for which UBP AM France acts either as fund management company or portfolio manager and for which UBP AM France has been granted proxy voting discretion.

UBP AM France has adopted the principles set out below regarding the voting of proxies on securities held in the Funds and Client’s accounts (“Policy”). The Policy is designed to ensure that where UBP AM France has the authority to vote proxies, UBP AM France complies with its legal, fiduciary and contractual obligations.

1.2 Applicable rules

UBP AM France shall comply with French applicable rules when implementing its proxy voting strategy and in particular:

- Articles L533-22 and R 533-16 & al. of the French Monetary and Financial Code.

Consequently, UBP AM France has developed an adequate and effective policy for determining when and how voting rights attached to instruments held in the managed portfolios are to be exercised, so that these rights benefit exclusively the shareholders of the Fund(s) and Client(s);

In addition, UBP AM France, when establishing its own Policy for exercising voting rights may also refer either to the strategies established in this regard by UBP Group or to recognized international standards.

2. Guiding Principles

UBP AM France acting on behalf of its Funds and Clients is responsible for the exercise of voting rights actively, independently and exclusively in the interests of the Funds’ shareholders and Clients.

As a signatory to the **United Nations Principles for Responsible Investment (UN PRI)** since March 2012, the UBP Group is committed to invest responsibly and to be active owners and incorporate Environmental, Social and Governance issues into our ownership policies and practices, in line with Principle 2 of the UN PRI. Responsible investment can be defined as the integration of ESG considerations into investment management processes and ownership practices in the belief that these factors can have a positive impact on financial performance.

Finally, UBP AM France is a subsidiary of UBP Asset Management (Europe) SA which is signatory to the Net Zero Asset Managers Initiative and has pledged to ensure that climate considerations are integrated in the investment management of its Funds’ and Clients’ portfolios.

Proxy voting and the analysis of corporate environmental, social and governance issues in general are important elements of the portfolio management services provided to its Funds and Clients who have authorised UBP AM France to address these matters on their behalf. The guiding principles in performing proxy voting are to make decisions that:

- favour proposals that in UBP AM France’s view tend to maximise Funds’ shareholders and Clients’ value,
- are not influenced by conflicts of interest
- integrate sustainability considerations
- factor the cost to the Funds (e.g., ballot charges or shareblocking).

UBP AM France also ensures that the exercise of voting rights is in accordance with the investment objectives of the Funds.

Based on these guiding principles, the approach of UBP AM France is to determine when it is in the best interests of the Funds' shareholders and Clients to effectively exercise voting rights attached to the financial instruments held in the various portfolios under management.

As a rule, in the absence of disproportionate voting costs, the exercise of voting rights applies to all equity Funds and Clients that invest significantly in equities, with assets under management above EUR 15 million.

3. Delegation of the Exercise of Voting Right

UBP Group has appointed a third-party voting service ("Proxy Service") to assist in the implementation of certain proxy voting related functions to fulfil the obligations as a responsible investor, to act in the best interests of the Funds' shareholders, to seek and to oppose to any proposal or action which would materially reduce or damage shareholders' rights, including those that reflect failures to manage ESG and Climate risks.

So UBP Group has appointed ISS (**Institutional Shareholder Services**), a global leader in corporate governance and responsible investment solutions. ISS offers global coverage of the securities markets and has a secure Internet-based platform providing information and research work. This service offers a central hub for managing all the votes and providing operational, record-keeping and reporting services.

ISS handles on behalf of UBP Group entities the operational part of proxy voting execution in connection with our depositories.

UBP AM France also relies on the deployed resources of its mother company's resources - Union Bancaire Privée, UBP SA ("UBP Geneva") - in the context of its UN PRI engagements (cf above)

UBP AM France may hire other service providers to replace or supplement the proxy service with respect to any of the services UBP AM France currently receives from the proxy service.

3.1 Proxy Voting Guidelines

Voting rights are exercised on the basis of the principles stipulated in the **ISS Sustainability Proxy Voting** Guidelines ("ISS Sustainability Policy") annexed to this Policy (Annex II and III). These principles are compatible with the investment policy pursued by each Funds impacted and are applied in the context of the global **UN PRI engagements** of the UBP Group and of the net zero commitment of UBP AM France.

3.2 Workflow and Rules of Engagement

The ISS Implied Consent Service will vote on behalf of the Funds in accordance with ISS recommendations and as prescribed by the ISS Sustainability Policy.

As a general rule, in case of voting, a systematic vote will take place on 100% of the position of the Fund. Exception may apply in case of shareblocking. Through access to ISS Internet Platform, the concerned relevant Investment Manager is informed of any GM agenda when voting applies as well as of ISS voting recommendation and legitimation. These recommendations provide an initial analysis of resolutions to the Investment Manager to vote in accordance with ISS Sustainability Policy. The person in charge of the vote then has the responsibility to analyze these recommendations in light of the specific issues facing each company.

The Investment Manager has the possibility to propose to override ISS recommendations. Override must be documented and argued to UBP AM France. In such case, the Investment Manager must inform of the requested changes by email, accompanied by a detailed rationale. Overrides need to be approved by at least one of the co-CEOs of UBP Asset Management division and by the UBP Asset Management division's Head of Responsible Investment.

The Head of Responsible Investment will communicate the override decision during an ad-hoc Voting Committee of UBP AM France which is composed of the Head of Responsible Investment, the RCCI, the COO or its deputy and the CEO of UBP AM France. The Voting Committee will check if the overrides are in line with the above-mentioned guiding principles and the main voting principles as described in Appendix. This Voting Committee will then decide to approve or disapprove this override and communicate its decision to the PM and ISS..

UBP AM France COO, or its deputy, are in charge of:

- performing a monthly reporting on voting activity or disclosing voting activity on demand
- centralizing voting exceptions (ISS recommendation override)

4. Conflict of interests

Sometimes there may be circumstances when a proxy voting decision presents a conflict between the interests of the shareholders and of the Funds or Clients on one hand, and those of UBP AM France and UBP Group on the other hand or between two or more group of Funds and Clients.

In accordance with the principles set forth in its Conflict of Interest Policy, UBP AM France has implemented appropriate measures to identify, prevent, and manage potential situations that could lead to conflicts of interest. In this regard, UBP AM France ensures the primacy of the interests of the shareholders of the Funds and Clients it manages.

In addition UBP AM France has set out specific measures to mitigate the risk of conflicts of interest. First this Policy was approved by UBP AM France's governing body and is made public and published on UBP AM France's website. Second, the implementation of the Voting Committee and its supervisory role in particular when an override vote is proposed.

Furthermore, UBP AM France has established a code of ethics as well as a policy of personal transactions disclosure that apply to UBP AM France's employees, to raise awareness about best market practices.

When the Investment Manager identifies potential conflicts of interest situations in the exercise of voting rights that he deems unavoidable, the Investment Manager, in collaboration with the Head of compliance and the CEO of UBP AM France, will decide the necessary measures to adopt to remedy the situation.

5. Disclosure of the voting rights policy to investors

This is made available to investors by UBP AM France, free of charge.

Details of the actions taken based on this policy are made available to investors free of charge and upon their request.

6. Appendices

Appendix I – ISS Proxy Voting Policies_International

Appendix II - ISS Proxy Voting Policies_US

UBP Asset Management (France)

Union Bancaire Gestion Institutionnelle (France) S.A.S.
116, avenue des Champs Elysées | 75008 Paris, France
T +33 1 75 77 80 80 | F +33 1 44 50 16 19
ubpamfrance@ubp.com | www.ubpamfrance.com
Société au capital de 3'152'565 euros - SIRET 419 912 712 00033 - RCS Paris B 419 912 712.