

Scope

This Policy outlines Setanta Asset Management (“Setanta”) approach to Stewardship and Engagement. Written in accordance with the Shareholder Rights Directive 2017/828 (SRD II) amending Directive 2007/36 (SRD I), the Shareholder Rights Directive 2017/828 (SRD II) (“the Directive”) was transposed into Irish law by the European Union (Shareholders’ Rights) Regulations 2020 (S.I. No. 81 of 2020). Setanta, is an active asset manager who engages with companies in which they invest and complies with its obligations as set out below.

Engagement and Monitoring

Setanta’s investment approach is research driven, conducted by a team of investment professionals[^] that consider material factors, risks and opportunities each investment presents in the short, medium, and long term. Setanta participate in detailed discussions with investee companies to fully comprehend their long-term objectives and challenges, as well as their operating and decision-making frameworks. Discussions also address corporate governance considerations, business risk, management incentive arrangements and their plans for maximising shareholder value. Setanta proactively provide feedback to management teams when appropriate regarding their business strategies, governance and reporting. There will be occasions Setanta do not publicise the names of companies they directly engage with as to do so would be counterproductive.

Setanta may engage with other stakeholders in accordance with market conduct requirements. The appropriateness of these engagements are assessed on a case-by-case basis taking into consideration any potential conflicts of interest that may arise.

Setanta utilise a variety of internal and external resources to assist the analysis and monitoring of an investee company. The investment team monitor media and public statements through financial information platforms like Bloomberg, financial statements and regulatory announcements, reports and accounts, results meetings and capital markets days. Direct engagement with the management teams of the investee companies, through one-to-one meetings, conference calls and site visits, are integral to ongoing research and the monitoring process. Setanta also use third party research providers including Vigeo Eiris.

[^] Information about the team can be found here: <https://www.setanta-asset.com/our-team/>

Conflicts of Interest

Setanta is required to take all appropriate steps to identify, manage or prevent potential or actual conflicts of interest that arise in the course of providing its services. In all instances of actual or potential conflict of interest Setanta will abide by the principles of treating its clients fairly, and dealing honestly and professionally with all its stakeholders. All employees have an obligation to comply with the conflicts of interest policy, to avoid any conflict of interest and to act in the best interests of its clients.

In the event Setanta (or the Portfolio Manager) become aware of or, are notified of a potential conflict, a notification about the conflict must be made to Compliance Manager and the Chief Investment Officer (“CIO”). Should the CIO and the Compliance Manager conclude that a conflict exists, the Compliance Manager will document the conflict and inform the relevant Administrator. The CIO and the Compliance Manager will discuss the voting matter(s) with the Portfolio Manager and ensure that the decision is in the best interests of the fund.

Setanta has in place a conflict of interest policy.

Voting

Setanta are an engaged asset manager with the objective of voting for the securities of companies for which they have proxy-voting authority, in a manner most consistent with the long-term economic interest of fund investors. Setanta’s discretion to vote on behalf of clients’ portfolios is set out in the Investment Advisory Agreement. Where such discretion has been granted to Setanta, firms adopt Setanta’s standard voting policy. Clients may request a bespoke voting policy to be applied and this will be considered by Setanta on a case by case basis.

Setanta vote on all security voting decisions and do not outsource the responsibility to proxy advisors. ProxyEdge, provided through Setanta’s third-party vendor Broadridge, is an online solution which supports the management of meeting notifications, voting decision communication, reporting of the meetings taking place on our securities.

Setanta’s Voting Policy can be made available upon request.

Ownership

This policy is owned by the Executive Management Committee.

Note: This policy has been approved by Setanta’s Executive Management Committee and is pending Board approval.