finance in motion
ASSET MANAGEMENT

FINANCE IN MOTION ASSET MANAGEMENT S.À R.L.

Engagement and Voting Rights Policy[1]

[1] *Non-exhaustive version of the full Policy, tailored for publication purpose.*

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1. Shareholder engagement

Finance in Motion Asset Management S.à.r.l. ("the Company") considers its shareholder engagement with the companies in which it invests in to be of key importance for the achievement of the investment strategies of the Funds, the protection of Funds' investors' interests and the exercise of the rights of these Funds.

The Policy is implemented by the Conducting Officer responsible for Portfolio Management acting on behalf of the governing bodies of the Company and/or on behalf of the Funds and appropriate monitoring is performed on external portfolio managers in case of delegation of activities.

The Company applies the principles of the Policy with a flexible and proportional approach, considering not only the size of its participation or the importance of its investment in relation to the assets managed, but also considering the utility and effectiveness of the interactions with respect to the interests of the investors and the possibility of impacting the investee company's decisions.

A summary description of the strategies and main sections of the Policy is listed below:

1.1 Monitoring

Monitoring relevant matters of investee companies of the Funds is deemed essential. Such relevant matters include typical areas such as business strategy, financial and non-financial performance and risk, capital structure, ESG issues, and corporate governance.

The Company considers principle adverse impacts ("PAI") of its investment decisions on sustainability factors at the level of the Funds.

The Funds are subject to Art. 9 of the Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector ("SFDR"). The investments underlying the Funds will therefore take into account the applicable regulatory requirements.

Depending on the type of asset class being invested in, the Company monitors these matters usually by reviewing periodical reporting from the investee companies, regular meetings with senior management of the investees or, in the case of listed assets, reviewing publicly available information on financial information platforms/sites. In some other cases, the Company's analysis may be supported by third parties, e.g. research analysts and consulting firms.

1.2 Engagement

The Company is committed to engaging in a constructive dialogue with investee companies' corporate bodies and/or senior management where appropriate with a view to maximizing the value of the investments, identifying new investment opportunities, and identifying any shared business objectives.

In addition, such engagement is considered as complementary to both the analysis of investments and to the exercise of voting rights, as it enables the addressing of specific governance matters and may avoid an unfavorable vote or the consideration of a potential divestments situation.

Once the dialogue is established, the Company seeks to maintain interaction with the investee company, not only by attending the shareholders' meeting, but also by sharing its philosophy and approach to equity investment with the management/board of the investee company.

1.3 Cooperation with other shareholders

In order to further positively influence investee companies and promote greater corporate governance, risk management and performance, the Company may engage with investee companies either directly, or in collaboration with other shareholders.

The decision whether to cooperate with other shareholders is based on a case-by-case assessment. Factors influencing this decision may include the view that engaging as a group will be more successful than individual engagement and that the engagement objectives of the collective group are consistent with the Company's objectives.

1.4 Exercise of voting rights

The Company considers the decisions taken at general meetings are of the utmost importance for the achievement of investment strategies and the protection of the rights of the Funds.

1.5 Divestment

After implementing all the measures of active engagement and only where active dialogue with the investee companies has not been fruitful, the Company may consider a divestment of the Fund as a last resort.

2. Organization of voting rights exercise

The exercise of voting rights attached to the assets of the Funds is part of the Company's duties. It is exercised with the necessary care and diligence and guided by certain rules and principles.

The general decision-making depends on the type of set-up associated to each Fund:

a) Direct exercise of voting rights by the Company

The voting right may be exercised by a member of the Company or by a third person duly entitled by virtue of a proxy. A vote by correspondence may also be employed.

b) Delegation to an external portfolio manager

The Company may delegate the portfolio management of some of its (sub)-Funds to external entities. In such cases where portfolio management activities are delegated, including the exercise of voting rights, the appointed portfolio managers will guarantee that the principles laid down in the Policy are put in place internally and complied with. The Company remains ultimately responsible for overseeing the delegate and ensuring compliance with the Policy and applicable requirements.

2.1 General principles

In general, the Company expects that the participation to annual general meetings and extraordinary general meetings of the investee companies and the exercise of the voting rights thereof are assessed to be in the direction of long-term maximization of the value of the Funds, while ensuring an acceptable risk level.

The exercise of voting rights is conditional to specific voting principles that are considered reasonable and effective from an investment management perspective and therefore the final decision about the actual participation to a corporate event and the way to exercise the voting rights is determined by the respective investment strategy of the Fund managed by the AIFM on a case by case basis.

2.2 Exercise of the voting rights attached to instruments held in the Company's portfolio

Upon assessment by the Company of the opportunity to vote based on the structure, the management and the results forecast of the Investment Holding Company, the voting right may be exercised as follows:

- Participation of the Company in the general meetings through the designated person;
- Representation by a member of the Company or by a third person duly entitled by virtue of a proxy;
- Vote by correspondence.

When the Company decides to confer the voting rights to a third party, these shall be ruled by a dedicated power of attorney detailing the agreed strategy/instructions to exercise the voting rights.

In case of delegation to an external portfolio manager, the Company ensures the appropriate exercise of voting rights by the delegate, through appropriate contractual clauses and ongoing monitoring.

3. Voting Strategy

A robust framework for monitoring all relevant corporate actions relating to the Fund's voting rights, to which this policy applies, ensures that such rights are exercised in line with the Funds' investment objectives and policies and exclusively in the best interests of investors. In particular, votes at any annual or extraordinary general meeting that is of material interest to the Fund in question is recorded.

3.1 Prevention and management of conflicts of interest while exercising voting rights

The Company pays particular attention when exercising voting rights to conflicts of interest that could arise and be detrimental to the Funds and investors. The Company shall prevent or manage any conflicts of interest arising from such activities.

Where there is a potential conflict of interest, the Company will assess whether it is preferable to refrain from voting or to nevertheless participate in order to safeguard the Funds' interests. In such cases, appropriate mitigation measures will be put in place and, where relevant, disclosure will be ensured.

3.2 Record keeping

The Company keeps record of voting events, votes cast of the Company, as well as any identification of conflict of interests.